

A. 27

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2012**, or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: **1-3754**

ALLY FINANCIAL INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

38-0572512

*(I.R.S. Employer
Identification No.)*

**200 Renaissance Center
P.O. Box 200, Detroit, Michigan
48265-2000**

*(Address of principal executive offices)
(Zip Code)*

(866) 710-4623

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing for the past 90 days.

Yes ☒ No ☐

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for a shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

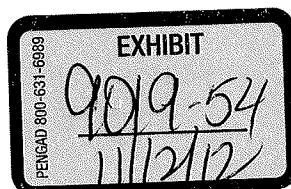
Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

At April 27, 2012, the number of shares outstanding of the Registrant's common stock was 1,330,970 shares.



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Condensed Consolidated Statement of Comprehensive Income (unaudited)

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| | Three months ended March 31, | |
|--|-------------------------------------|---------------|
| | 2012 | 2011 |
| <i>(\$ in millions)</i> | | |
| Financing revenue and other interest income | | |
| Interest and fees on finance receivables and loans | \$ 1,678 | \$ 1,621 |
| Interest on loans held-for-sale | 73 | 84 |
| Interest on trading assets | 11 | 3 |
| Interest and dividends on available-for-sale investment securities | 84 | 103 |
| Interest-bearing cash | 14 | 12 |
| Operating leases | 540 | 655 |
| Total financing revenue and other interest income | 2,400 | 2,478 |
| Interest expense | | |
| Interest on deposits | 186 | 166 |
| Interest on short-term borrowings | 75 | 92 |
| Interest on long-term debt | 1,177 | 1,406 |
| Total interest expense | 1,438 | 1,664 |
| Depreciation expense on operating lease assets | 293 | 270 |
| Net financing revenue | 669 | 544 |
| Other revenue | | |
| Servicing fees | 310 | 357 |
| Servicing asset valuation and hedge activities, net | 9 | (87) |
| Total servicing income, net | 319 | 270 |
| Insurance premiums and service revenue earned | 375 | 399 |
| Gain on mortgage and automotive loans, net | 126 | 90 |
| Loss on extinguishment of debt | — | (39) |
| Other gain on investments, net | 90 | 84 |
| Other income, net of losses | 277 | 204 |
| Total other revenue | 1,187 | 1,008 |
| Total net revenue | 1,856 | 1,552 |
| Provision for loan losses | 140 | 113 |
| Noninterest expense | | |
| Compensation and benefits expense | 475 | 424 |
| Insurance losses and loss adjustment expenses | 159 | 170 |
| Other operating expenses | 716 | 746 |
| Total noninterest expense | 1,350 | 1,340 |
| Income from continuing operations before income tax expense (benefit) | 366 | 99 |
| Income tax expense (benefit) from continuing operations | 64 | (70) |
| Net income from continuing operations | 302 | 169 |
| Income (loss) from discontinued operations, net of tax | 8 | (23) |
| Net income | 310 | 146 |
| Other comprehensive income (loss), net of tax | 187 | (25) |
| Comprehensive income | \$ 497 | \$ 121 |

Statement continues on the next page.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Statement of Comprehensive Income (unaudited)

Ally Financial Inc. • Form 10-Q

| | Three months ended March 31, | |
|---|-------------------------------------|------------------|
| | 2012 | 2011 |
| <i>(\$ in millions except per share data)</i> | | |
| Net income (loss) attributable to common shareholders | | |
| Net income from continuing operations | \$ 302 | \$ 169 |
| Preferred stock dividends — U.S. Department of Treasury | (134) | (134) |
| Preferred stock dividends | (67) | (69) |
| Impact of preferred stock amendment | — | 32 |
| Net income (loss) from continuing operations attributable to common shareholders (a) | 101 | (2) |
| Income (loss) from discontinued operations, net of tax | 8 | (23) |
| Net income (loss) attributable to common shareholders | \$ 109 | \$ (25) |
| Basic weighted-average common shares outstanding | 1,330,970 | 1,330,970 |
| Diluted weighted-average common shares outstanding (a) | 1,330,970 | 1,330,970 |
| Basic earnings per common share | | |
| Net income (loss) from continuing operations | \$ 76 | \$ (2) |
| Income (loss) from discontinued operations, net of tax | 6 | (17) |
| Net income (loss) | \$ 82 | \$ (19) |
| Diluted earnings per common share (a) | | |
| Net income (loss) from continuing operations | \$ 76 | \$ (2) |
| Income (loss) from discontinued operations, net of tax | 6 | (17) |
| Net income (loss) | \$ 82 | \$ (19) |

(a) Due to the antidilutive effect of converting the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares and the net income (loss) attributable to common shareholders for the three months ended March 31, 2012 and 2011, income (loss) attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Balance Sheet (unaudited)

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| <i>(\$ in millions)</i> | March 31, 2012 | December 31, 2011 |
|---|-----------------------|--------------------------|
| Assets | | |
| Cash and cash equivalents | | |
| Noninterest-bearing | \$ 2,279 | \$ 2,475 |
| Interest-bearing | 10,800 | 10,560 |
| Total cash and cash equivalents | 13,079 | 13,035 |
| Trading assets | 895 | 622 |
| Investment securities | 14,942 | 15,135 |
| Loans held-for-sale, net (\$1,823 and \$3,919 fair value-elected) | 6,670 | 8,557 |
| Finance receivables and loans, net | | |
| Finance receivables and loans, net (\$832 and \$835 fair value-elected) | 119,818 | 114,755 |
| Allowance for loan losses | (1,546) | (1,503) |
| Total finance receivables and loans, net | 118,272 | 113,252 |
| Investment in operating leases, net | 10,048 | 9,275 |
| Mortgage servicing rights | 2,595 | 2,519 |
| Premiums receivable and other insurance assets | 1,876 | 1,853 |
| Other assets | 16,965 | 18,741 |
| Assets of operations held-for-sale | 1,008 | 1,070 |
| Total assets | \$ 186,350 | \$ 184,059 |
| Liabilities | | |
| Deposit liabilities | | |
| Noninterest-bearing | \$ 2,314 | \$ 2,029 |
| Interest-bearing | 44,892 | 43,021 |
| Total deposit liabilities | 47,206 | 45,050 |
| Short-term borrowings | 7,203 | 7,680 |
| Long-term debt (\$828 and \$830 fair value-elected) | 93,990 | 92,794 |
| Interest payable | 1,675 | 1,587 |
| Unearned insurance premiums and service revenue | 2,632 | 2,576 |
| Reserves for insurance losses and loss adjustment expenses | 565 | 580 |
| Accrued expenses and other liabilities (\$30 and \$29 fair value-elected) | 13,089 | 14,084 |
| Liabilities of operations held-for-sale | 323 | 337 |
| Total liabilities | 166,683 | 164,688 |
| Equity | | |
| Common stock and paid-in capital | 19,668 | 19,668 |
| Mandatorily convertible preferred stock held by U.S. Department of Treasury | 5,685 | 5,685 |
| Preferred stock | 1,255 | 1,255 |
| Accumulated deficit | (7,215) | (7,324) |
| Accumulated other comprehensive income | 274 | 87 |
| Total equity | 19,667 | 19,371 |
| Total liabilities and equity | \$ 186,350 | \$ 184,059 |

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Balance Sheet (unaudited)

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The assets of consolidated variable interest entities that can be used only to settle obligations of the consolidated variable interest entities and the liabilities of these entities for which creditors (or beneficial interest holders) do not have recourse to our general credit were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---|------------------|-------------------|
| Assets | | |
| Loans held-for-sale, net | \$ 8 | \$ 9 |
| Finance receivables and loans, net | | |
| Finance receivables and loans, net (\$832 and \$835 fair value-elected) | 41,281 | 40,935 |
| Allowance for loan losses | (205) | (210) |
| Total finance receivables and loans, net | 41,076 | 40,725 |
| Investment in operating leases, net | 4,758 | 4,389 |
| Other assets | 3,403 | 3,029 |
| Total assets | \$ 49,245 | \$ 48,152 |
| Liabilities | | |
| Short-term borrowings | \$ 814 | \$ 795 |
| Long-term debt (\$828 and \$830 fair value-elected) | 34,924 | 33,143 |
| Interest payable | 13 | 14 |
| Accrued expenses and other liabilities | 119 | 405 |
| Total liabilities | \$ 35,870 | \$ 34,357 |

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Statement of Changes in Equity (unaudited)

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| <i>(\$ in millions)</i> | Common stock and paid-in capital | Mandatorily convertible preferred stock held by U.S. Department of Treasury | Preferred stock | Accumulated deficit | Accumulated other comprehensive income | Total equity |
|---|---|--|----------------------------|--------------------------------|---|-------------------------|
| Balance at January 1, 2011 | \$ 19,668 | \$ 5,685 | \$ 1,287 | \$ (6,410) | \$ 259 | \$ 20,489 |
| Net income | | | | 146 | | 146 |
| Preferred stock dividends — U.S. Department of Treasury | | | | (134) | | (134) |
| Preferred stock dividends | | | | (69) | | (69) |
| Series A preferred stock amendment (a) | | | (32) | 32 | | — |
| Other comprehensive loss, net of tax | | | | | (25) | (25) |
| Balance at March 31, 2011 | \$ 19,668 | \$ 5,685 | \$ 1,255 | \$ (6,435) | \$ 234 | \$ 20,407 |
| Balance at January 1, 2012 | \$ 19,668 | \$ 5,685 | \$ 1,255 | \$ (7,324) | \$ 87 | \$ 19,371 |
| Net income | | | | 310 | | 310 |
| Preferred stock dividends — U.S. Department of Treasury | | | | (134) | | (134) |
| Preferred stock dividends | | | | (67) | | (67) |
| Other comprehensive income, net of tax | | | | | 187 | 187 |
| Balance at March 31, 2012 | \$ 19,668 | \$ 5,685 | \$ 1,255 | \$ (7,215) | \$ 274 | \$ 19,667 |

(a) Refer to Note 20 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for further detail.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Statement of Cash Flows (unaudited)

Ally Financial Inc. • Form 10-Q

| Three months ended March 31, (<i>\$ in millions</i>) | 2012 | 2011 |
|---|---------|----------|
| Operating activities | | |
| Net income | \$ 310 | \$ 146 |
| Reconciliation of net income to net cash provided by operating activities | | |
| Depreciation and amortization | 568 | 717 |
| Other impairment | (6) | 16 |
| Changes in fair value of mortgage servicing rights | (1) | (117) |
| Provision for loan losses | 140 | 113 |
| Gain on sale of loans, net | (131) | (94) |
| Net gain on investment securities | (96) | (85) |
| Loss on extinguishment of debt | — | 39 |
| Originations and purchases of loans held-for-sale | (9,626) | (12,635) |
| Proceeds from sales and repayments of loans held-for-sale | 11,111 | 15,835 |
| Net change in | | |
| Trading securities | (268) | 77 |
| Deferred income taxes | (31) | 69 |
| Interest payable | 86 | 16 |
| Other assets | 755 | (120) |
| Other liabilities | (865) | (321) |
| Other, net | 196 | (614) |
| Net cash provided by operating activities | 2,142 | 3,042 |
| Investing activities | | |
| Purchases of available-for-sale securities | (3,172) | (5,529) |
| Proceeds from sales of available-for-sale securities | 2,940 | 4,475 |
| Proceeds from maturities of available-for-sale securities | 1,222 | 1,103 |
| Net increase in finance receivables and loans | (4,409) | (4,249) |
| Purchases of operating lease assets | (1,468) | (1,933) |
| Disposals of operating lease assets | 465 | 1,882 |
| Proceeds from sale of business units, net (a) | 29 | 46 |
| Other, net | 323 | 591 |
| Net cash used in investing activities | (4,070) | (3,614) |

Statement continues on the next page.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Condensed Consolidated Statement of Cash Flows (unaudited)

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| Three months ended March 31, (<i>\$ in millions</i>) | 2012 | 2011 |
|---|-----------|-----------|
| Financing activities | | |
| Net change in short-term borrowings | (546) | 87 |
| Net increase in bank deposits | 1,737 | 1,670 |
| Proceeds from issuance of long-term debt | 10,749 | 13,804 |
| Repayments of long-term debt | (10,024) | (13,211) |
| Dividends paid | (200) | (228) |
| Other, net | 352 | 83 |
| Net cash provided by financing activities | 2,068 | 2,205 |
| Effect of exchange-rate changes on cash and cash equivalents | (141) | (266) |
| Net (decrease) increase in cash and cash equivalents | (1) | 1,367 |
| Adjustment for change in cash and cash equivalents of operations held-for-sale (a) (b) | 45 | (91) |
| Cash and cash equivalents at beginning of year | 13,035 | 11,670 |
| Cash and cash equivalents at March 31, | \$ 13,079 | \$ 12,946 |
| Supplemental disclosures | | |
| Cash paid for | | |
| Interest | \$ 1,218 | \$ 1,465 |
| Income taxes | 178 | 305 |
| Noncash items | | |
| Transfer of mortgage servicing rights into trading securities through certification | — | 266 |
| Other disclosures | | |
| Proceeds from sales and repayments of mortgage loans held-for-investment originally designated as held-for-sale | 63 | 58 |

- (a) The amounts are net of cash and cash equivalents of \$64 million at March 31, 2012, and \$7 million at March 31, 2011, of business units at the time of disposition.
- (b) Cash flows of discontinued operations are reflected within operating, investing, and financing activities in the Condensed Consolidated Statement of Cash Flows. The cash balance of these operations is reported as assets of operations held-for-sale on the Condensed Consolidated Balance Sheet.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Notes to Condensed Consolidated Financial Statements (unaudited)

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1. Description of Business, Basis of Presentation, and Changes in Significant Accounting Policies

Ally Financial Inc. (formerly GMAC Inc. and referred to herein as Ally, we, our, or us) is a leading, independent, globally diversified, financial services firm. Founded in 1919, we are a leading automotive financial services company with over 90 years experience providing a broad array of financial products and services to automotive dealers and their customers. We are also one of the largest residential mortgage companies in the United States. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (online and telephonic) banking market.

Our accounting and reporting policies conform to accounting principles generally accepted in the United States of America (GAAP). Additionally, where applicable, the policies conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and that affect income and expenses during the reporting period. In developing the estimates and assumptions, management uses all available evidence; however, actual results could differ because of uncertainties associated with estimating the amounts, timing, and likelihood of possible outcomes.

The Condensed Consolidated Financial Statements at March 31, 2012, and for the three months ended March 31, 2012, and 2011, are unaudited but reflect all adjustments that are, in management's opinion, necessary for the fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements (and the related notes) included in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed on February 28, 2012, with the U.S. Securities and Exchange Commission (SEC).

Residential Capital, LLC

Residential Capital, LLC (ResCap), one of our mortgage subsidiaries continues to be negatively impacted by the events and conditions in the mortgage banking industry and the broader economy that began in 2007. Market deterioration has led to fewer sources of, and significantly reduced levels of, liquidity available to finance ResCap's operations. ResCap is highly leveraged relative to its cash flow and has recognized credit and valuation losses and other charges resulting in a significant deterioration in capital. In the future, ResCap may also continue to be negatively impacted by exposure to representation and warranty obligations, adverse outcomes with respect to current or future litigation, fines, penalties, or settlements related to our mortgage-related activities, and additional expenses to address regulatory requirements. ResCap is required to maintain consolidated tangible net worth, as defined, of \$250 million at the end of each month, under the terms of certain of its credit facilities. For this purpose, consolidated tangible net worth is defined as ResCap's consolidated equity excluding intangible assets. ResCap's consolidated tangible net worth was \$399 million at March 31, 2012, and ResCap remained in compliance with all of its consolidated tangible net worth covenants. During the fourth quarter of 2011, ResCap's consolidated tangible net worth was temporarily reduced to below \$250 million. This was, however, immediately remediated by Ally through a capital contribution, which was provided through forgiveness of intercompany debt during January 2012. Notwithstanding the immediate cure, the temporary reduction in tangible net worth resulted in a covenant breach in certain of ResCap's credit facilities as of December 31, 2011. ResCap obtained waivers from all applicable lenders with respect to this covenant breach and an acknowledgment letter from a Government-sponsored Enterprise indicating they would take no immediate action as a result of the breach. In the future, Ally may choose not to remediate any further breaches of covenants.

ResCap did not make a semi-annual interest payment that was due on April 17, 2012, related to \$473 million of unsecured debt principal, which matures in 2013. The interest due was \$20 million. The indenture provides that a failure to pay interest on an interest payment date does not become an event of default unless such failure continues for a period of 30 days. ResCap has significant additional near-term interest and principal payments on its outstanding debt securities and credit facilities.

Ally or ResCap may take additional actions with respect to ResCap as each party deems appropriate. These actions may include, among others, Ally providing or declining to provide additional liquidity and capital support for ResCap; Ally purchasing assets from ResCap; asset sales by ResCap to third parties, or other business reorganization or similar action by ResCap with respect to all or part of ResCap and/or its affiliates. This may include a reorganization under bankruptcy laws, which ResCap is actively considering.

ResCap remains heavily dependent on Ally and its affiliates for funding and capital support, and there can be no assurance that Ally or its affiliates will continue such actions or that Ally will choose to execute any further strategic transactions with respect to ResCap or that any transactions undertaken will be successful. Consequently, there remains substantial doubt about ResCap's ability to continue as a going concern. Should Ally no longer continue to support the capital or liquidity needs of ResCap or should ResCap be unable to successfully execute other initiatives, it would have a material adverse effect on ResCap's business, results of operations, and financial position.

Ally has extensive financing and hedging arrangements with ResCap that could be at risk of nonpayment if ResCap were to file for bankruptcy. At December 31, 2011, Ally had funding arrangements with ResCap that included \$1.0 billion of senior secured credit facilities (the Senior Secured Facilities) and a \$1.6 billion line of credit (Line of Credit) consisting of a \$1.1 billion secured facility and a \$500 million unsecured facility. The Senior Secured Facilities and Line of Credit had a maturity date of April 13, 2012. Ally extended the maturity date of the Senior Secured Facilities and the \$1.1 billion secured facility under the Line of Credit to May 14, 2012. The \$500 million unsecured facility under the Line of Credit was not extended. At March 31, 2012, the \$1.0 billion in Senior Secured Facilities were fully drawn, and \$410 million of the remaining \$1.1 billion Line of Credit was drawn. At March 31, 2012, the hedging arrangements were fully collateralized.

Notes to Condensed Consolidated Financial Statements (unaudited)

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Amounts outstanding under the secured financing and hedging arrangements fluctuate. If ResCap were to file for bankruptcy, ResCap's repayments of its secured financing facilities to us could be slower. In addition, we could be an unsecured creditor of ResCap to the extent that the proceeds from the sale of our collateral are insufficient to repay ResCap's obligations to us. It is possible that other ResCap creditors would seek to recharacterize our loans to ResCap as equity contributions or to seek equitable subordination of our claims so that the claims of other creditors would have priority over our claims. In addition, should ResCap file for bankruptcy, our \$399 million investment related to ResCap's equity position as of March 31, 2012, would likely be reduced to zero. If a ResCap bankruptcy were to occur, we could incur significant charges, substantial litigation could result, and repayment of our credit exposure to ResCap could be at risk. We currently estimate a range of reasonably possible losses arising at the time of a ResCap bankruptcy filing, including our investment in ResCap, to be between \$400 million and \$1.25 billion. This estimated range is based on significant judgment and numerous assumptions that are subject to change, and which could be material.

Significant Accounting Policies**Income Taxes**

In calculating the provision for interim income taxes, in accordance with Accounting Standards Codification (ASC) 740, *Income Taxes*, we apply an estimated annual effective tax rate to year-to-date ordinary income. At the end of each interim period, we estimate the effective tax rate expected to be applicable for the full fiscal year. We exclude and record discretely the tax effect of unusual or infrequently occurring items, including, for example, changes in judgment about valuation allowances and effects of changes in tax law or rates. The provision for income taxes in tax jurisdictions with a projected full year or year-to-date loss for which a tax benefit cannot be realized are estimated using tax rates specific to that jurisdiction.

Refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K regarding additional significant accounting policies.

Recently Adopted Accounting Standards**Financial Services - Insurance - Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts (ASU 2010-26)**

As of January 1, 2012, we adopted Accounting Standards Update (ASU) 2010-26, which amends ASC 944, *Financial Services - Insurance*. The amendments in this ASU specify which costs incurred in the acquisition of new and renewal insurance contracts should be capitalized. All other acquisition-related costs should be expensed as incurred. If the initial application of the amendments in this ASU results in the capitalization of acquisition costs that had not been previously capitalized, an entity may elect not to capitalize those types of costs. Both retrospective application and early adoption was permitted. We elected prospective application and did not early adopt the ASU. The adoption did not have a material impact to our consolidated financial condition or results of operations.

Fair Value Measurement - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04)

As of January 1, 2012, we adopted ASU 2011-04, which amends ASC 820, *Fair Value Measurements*. The amendments in this ASU clarify how to measure fair value and it contains new disclosure requirements to provide more transparency into Level 3 fair value measurements. It is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The ASU must be applied prospectively. The adoption did not have a material impact to our consolidated financial condition or results of operations.

Intangibles-Goodwill and Other - Testing Goodwill for Impairment (ASU 2011-08)

As of January 1, 2012, we adopted ASU 2011-08, which amends ASC 350, *Intangibles-Goodwill and Other*. This ASU permits the option of performing a qualitative assessment before calculating the fair value of a reporting unit in step 1 of the goodwill impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is more likely than not more than the carrying amount, the two-step impairment test would not be required. Otherwise, further evaluation under the existing two-step framework would be required. The adoption did not have a material impact to our consolidated financial condition or results of operation.

Recently Issued Accounting Standards**Balance Sheet - Disclosures about Offsetting Assets and Liabilities (ASU 2011-11)**

In December 2011, the Financial Accounting Standards Board issued ASU 2011-11, which amends ASC 210, *Balance Sheet*. This ASU contains new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The new disclosures will give financial statement users information about both gross and net exposures. ASU 2011-11 is effective for us on January 1, 2013, and retrospective application is required. Since the guidance relates only to disclosures, adoption is not expected to have a material effect on our consolidated financial condition or results of operation.

Notes to Condensed Consolidated Financial Statements (unaudited)

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2. Discontinued and Held-for-sale Operations

We classify operations as discontinued when operations and cash flows will be eliminated from our ongoing operations and we do not expect to retain any significant continuing involvement in their operations after the respective sale transactions. For all periods presented, all of the operating results for these discontinued operations were removed from continuing operations and were presented separately as discontinued operations, net of tax, in the Condensed Consolidated Statement of Comprehensive Income. The Notes to the Condensed Consolidated Financial Statements were adjusted to exclude discontinued operations unless otherwise noted.

Select Mortgage — Legacy Portfolio and Other Operations

During the fourth quarter of 2011, we committed to sell the Canadian mortgage operations of ResMor Trust. We expect to complete the sale during 2012.

Select Global Automotive Services — Insurance Operations

During the fourth quarter of 2011, we committed to sell our U.K.-based operations that provide vehicle service contracts and insurance products in Europe and Latin America. We expect to complete the sale during 2012. During the second quarter of 2011, we completed the sale of our U.K. consumer property and casualty insurance business.

Select Global Automotive Services — International Automotive Finance Operations

During the fourth quarter of 2011, we committed to sell our full-service leasing operations in Austria, Germany, Greece, Portugal, and Spain. We continue to negotiate with a potential buyer and expect to complete the sale during 2012. During the first quarter of 2012, we completed the sale of our Venezuela operations.

Select Financial Information

Select financial information of discontinued operations is summarized below. The pretax income or loss, including direct costs to transact, includes any impairment recognized to present the operations at the lower-of-cost or fair value. Fair value was based on the estimated sales price, which could differ from the ultimate sales price due to the fluidity of ongoing negotiations, price volatility, changing interest rates, changing foreign-currency rates, and future economic conditions.

| (\$ in millions) | Three months ended March 31, | |
|---|---------------------------------|--------|
| | 2012 | 2011 |
| Select Mortgage — Legacy and Other operations | | |
| Total net revenue (loss) | \$ 5 | \$ (2) |
| Pretax loss including direct costs to transact a sale | — | (8) |
| Tax benefit | — | (2) |
| Select Global Automotive Services — Insurance operations | | |
| Total net revenue | \$ 38 | \$ 91 |
| Pretax income including direct costs to transact a sale | 8 | 9 |
| Tax expense | 2 | 2 |
| Select Global Automotive Services — International operations | | |
| Total net revenue | \$ 6 | \$ 28 |
| Pretax income (loss) including direct costs to transact a sale (a) | 2 | (21) |
| Tax expense | — | 3 |

(a) Includes certain income tax activity recognized by Corporate and Other.

Notes to Condensed Consolidated Financial Statements (unaudited)

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Held-for-sale Operations

The assets and liabilities of operations held-for-sale are summarized below.

| March 31, 2012 (\$ in millions) | Select Mortgage – Legacy and Other operations (a) | Select Global Automotive Services – Insurance operations (b) | Select Global Automotive Services – International operations (c) | Total held-for-sale operations |
|--|---|--|--|--------------------------------------|
| Assets | | | | |
| Cash and cash equivalents | | | | |
| Noninterest-bearing | \$ — | \$ 3 | \$ 27 | \$ 30 |
| Interest-bearing | — | 70 | 5 | 75 |
| Total cash and cash equivalents | — | 73 | 32 | 105 |
| Investment securities | — | 193 | — | 193 |
| Loans held-for-sale, net | 202 | — | — | 202 |
| Finance receivables and loans, net | | | | |
| Finance receivables and loans, net | 237 | — | 4 | 241 |
| Allowance for loan losses | — | — | — | — |
| Total finance receivables and loans, net | 237 | — | 4 | 241 |
| Investment in operating leases, net | — | — | 64 | 64 |
| Premiums receivable and other insurance assets | — | 74 | — | 74 |
| Other assets | 124 | 19 | 20 | 163 |
| Impairment on assets of held-for-sale operations | — | — | (34) | (34) |
| Total assets | \$ 563 | \$ 359 | \$ 86 | \$ 1,008 |
| Liabilities | | | | |
| Unearned insurance premiums and service revenue | \$ — | \$ 136 | \$ — | \$ 136 |
| Reserves for insurance losses and loss adjustment expenses | — | 17 | — | 17 |
| Accrued expenses and other liabilities | 69 | 93 | 8 | 170 |
| Total liabilities | \$ 69 | \$ 246 | \$ 8 | \$ 323 |

(a) Includes the Canadian mortgage operations of ResMor Trust.

(b) Includes our U.K.-based operations that provide vehicle service contracts and insurance products.

(c) Includes our full-service leasing operations in Austria, Germany, Greece, Portugal, and Spain.

Notes to Condensed Consolidated Financial Statements (unaudited)

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| December 31, 2011 (\$ in millions) | Select Mortgage – Legacy and Other operations (a) | Select Global Automotive Services –Insurance operations (b) | Select Global Automotive Services – International operations (c) | Total held-for-sale operations |
|--|---|--|--|--------------------------------------|
| Assets | | | | |
| Cash and cash equivalents | | | | |
| Noninterest-bearing | \$ — | \$ 4 | \$ 55 | \$ 59 |
| Interest-bearing | — | 54 | 38 | 92 |
| Total cash and cash equivalents | — | 58 | 93 | 151 |
| Investment securities | — | 186 | — | 186 |
| Loans held-for-sale, net | 260 | — | — | 260 |
| Finance receivables and loans, net | | | | |
| Finance receivables and loans, net | 285 | — | 11 | 296 |
| Allowance for loan losses | — | — | (1) | (1) |
| Total finance receivables and loans, net | 285 | — | 10 | 295 |
| Investment in operating leases, net | — | — | 91 | 91 |
| Premiums receivable and other insurance assets | — | 77 | — | 77 |
| Other assets | 140 | 14 | 30 | 184 |
| Impairment on assets of held-for-sale operations | — | — | (174) | (174) |
| Total assets | \$ 685 | \$ 335 | \$ 50 | \$ 1,070 |
| Liabilities | | | | |
| Unearned insurance premiums and service revenue | \$ — | \$ 130 | \$ — | \$ 130 |
| Reserves for insurance losses and loss adjustment expenses | — | 17 | — | 17 |
| Accrued expenses and other liabilities | 80 | 82 | 28 | 190 |
| Total liabilities | \$ 80 | \$ 229 | \$ 28 | \$ 337 |

(a) Includes the Canadian mortgage operations of ResMor Trust.

(b) Includes our U.K.-based operations that provide vehicle service contracts and insurance products.

(c) Includes the operations of Venezuela and our full-service leasing operations in Austria, Germany, Greece, Portugal, and Spain.

Notes to Condensed Consolidated Financial Statements (unaudited)

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Recurring Fair Value

The following tables display the assets and liabilities of our held-for-sale operations measured at fair value on a recurring basis. Refer to Note 21 for descriptions of valuation methodologies used to measure material assets at fair value and details of the valuation models, key inputs to these models, and significant assumptions used.

| (\$ in millions) | Recurring fair value measurements | | | |
|--|-----------------------------------|--------------|--------------|---------------|
| | Level 1 | Level 2 | Level 3 | Total |
| March 31, 2012 | | | | |
| Assets | | | | |
| Investment securities | | | | |
| Available-for-sale securities | | | | |
| Debt securities | | | | |
| Foreign government | \$ 192 | \$ — | \$ — | \$ 192 |
| Corporate debt | 1 | — | — | 1 |
| Other assets | | | | |
| Interest retained in financial asset sales | — | — | 58 | 58 |
| Total assets | \$ 193 | \$ — | \$ 58 | \$ 251 |
| December 31, 2011 | | | | |
| Assets | | | | |
| Investment securities | | | | |
| Available-for-sale securities | | | | |
| Debt securities | | | | |
| Foreign government | \$ 171 | \$ 15 | \$ — | \$ 186 |
| Other assets | | | | |
| Interest retained in financial asset sales | — | — | 66 | 66 |
| Total assets | \$ 171 | \$ 15 | \$ 66 | \$ 252 |

3. Other Income, Net of Losses

Details of other income, net of losses, were as follows.

| (\$ in millions) | Three months ended March 31, | |
|--|---------------------------------|---------------|
| | 2012 | 2011 |
| Mortgage processing fees and other mortgage income | \$ 124 | \$ 44 |
| Late charges and other administrative fees | 31 | 33 |
| Income from equity-method investments | 29 | 22 |
| Remarketing fees | 20 | 37 |
| Fair value adjustment on derivatives (a) | 11 | (14) |
| Securitization income | 1 | 28 |
| Change due to fair value option elections (b) | (14) | (17) |
| Other, net | 75 | 71 |
| Total other income, net of losses | \$ 277 | \$ 204 |

(a) Refer to Note 19 for a description of derivative instruments and hedging activities.

(b) Refer to Note 21 for a description of fair value option elections.

Notes to Condensed Consolidated Financial Statements (unaudited)

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4. Other Operating Expenses

Details of other operating expenses were as follows.

| (\$ in millions) | Three months ended March 31, | |
|--|---------------------------------|--------|
| | 2012 | 2011 |
| Technology and communications | \$ 126 | \$ 119 |
| Professional services | 116 | 66 |
| Insurance commissions | 112 | 118 |
| Lease and loan administration | 46 | 44 |
| Advertising and marketing | 39 | 54 |
| Regulatory and licensing fees | 36 | 37 |
| Premises and equipment depreciation | 25 | 26 |
| Vehicle remarketing and repossession | 25 | 36 |
| Occupancy | 24 | 22 |
| State and local non-income taxes | 24 | 31 |
| Mortgage representation and warranty obligation, net | 19 | 26 |
| Other | 124 | 167 |
| Total other operating expenses | \$ 716 | \$ 746 |

5. Trading Assets

The composition of trading assets was as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Mortgage-backed residential trading securities | \$ 883 | \$ 608 |
| Trading derivatives | 12 | 14 |
| Total trading assets | \$ 895 | \$ 622 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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6. Investment Securities

Our portfolio of securities includes bonds, equity securities, asset- and mortgage-backed securities, interests in securitization trusts, and other investments. The cost, fair value, and gross unrealized gains and losses on available-for-sale securities were as follows.

| (\$ in millions) | March 31, 2012 | | | | December 31, 2011 | | | |
|---|-------------------|------------------|----------|---------------|-------------------|------------------|----------|---------------|
| | Amortized cost | Gross unrealized | | Fair value | Amortized cost | Gross unrealized | | Fair value |
| | | gains | losses | | | gains | losses | |
| Available-for-sale securities | | | | | | | | |
| Debt securities | | | | | | | | |
| U.S. Treasury and federal agencies | \$ 1,438 | \$ 7 | \$ (1) | \$ 1,444 | \$ 1,535 | \$ 13 | \$ (2) | \$ 1,546 |
| States and political subdivisions | 1 | — | — | 1 | 1 | — | — | 1 |
| Foreign government | 851 | 14 | (1) | 864 | 765 | 20 | (1) | 784 |
| Mortgage-backed residential (a) | 6,773 | 71 | (25) | 6,819 | 7,266 | 87 | (41) | 7,312 |
| Asset-backed | 2,679 | 33 | (5) | 2,707 | 2,600 | 28 | (13) | 2,615 |
| Corporate debt | 1,514 | 45 | (8) | 1,551 | 1,486 | 23 | (18) | 1,491 |
| Other | 582 | — | — | 582 | 326 | 1 | — | 327 |
| Total debt securities | 13,838 | 170 | (40) | 13,968 | 13,979 | 172 | (75) | 14,076 |
| Equity securities | 1,046 | 24 | (96) | 974 | 1,188 | 25 | (154) | 1,059 |
| Total available-for-sale securities (b) | \$ 14,884 | \$ 194 | \$ (136) | \$ 14,942 | \$ 15,167 | \$ 197 | \$ (229) | \$ 15,135 |

(a) Residential mortgage-backed securities include agency-backed bonds totaling \$5,234 million and \$6,114 million at March 31, 2012, and December 31, 2011, respectively.

(b) Certain entities related to our Insurance operations are required to deposit securities with state regulatory authorities. These deposited securities totaled \$16 million at both March 31, 2012, and December 31, 2011.

Notes to Condensed Consolidated Financial Statements (unaudited)

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The maturity distribution of available-for-sale debt securities outstanding is summarized in the following tables. Prepayments may cause actual maturities to differ from scheduled maturities.

| (\$ in millions) | Total | | Due in one year or less | | Due after one year through five years | | Due after five years through ten years | | Due after ten years (a) | |
|--|-----------|-------|-------------------------|-------|---------------------------------------|-------|--|-------|-------------------------|-------|
| | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield |
| March 31, 2012 | | | | | | | | | | |
| Fair value of available-for-sale debt securities (b) | | | | | | | | | | |
| U.S. Treasury and federal agencies | \$ 1,444 | 0.8% | \$ 241 | —% | \$ 1,201 | 1.0% | \$ 2 | 2.2% | \$ — | —% |
| States and political subdivisions | 1 | 5.4 | — | — | — | — | — | — | 1 | 5.4 |
| Foreign government | 864 | 3.8 | 65 | 7.4 | 555 | 4.0 | 244 | 2.5 | — | — |
| Mortgage-backed residential | 6,819 | 2.4 | — | — | 6 | 6.2 | 237 | 1.9 | 6,576 | 2.4 |
| Asset-backed | 2,707 | 2.1 | — | — | 1,611 | 1.9 | 522 | 2.0 | 574 | 3.0 |
| Corporate debt | 1,551 | 4.9 | 13 | 5.8 | 727 | 4.3 | 686 | 5.4 | 124 | 5.2 |
| Other | 582 | 1.4 | 571 | 1.4 | — | — | 11 | 4.1 | — | — |
| Total available-for-sale debt securities | \$ 13,968 | 2.5 | \$ 890 | 1.5 | \$ 4,100 | 2.3 | \$ 1,702 | 3.4 | \$ 7,275 | 2.5 |
| Amortized cost of available-for-sale debt securities | \$ 13,838 | | \$ 890 | | \$ 4,058 | | \$ 1,673 | | \$ 7,217 | |
| December 31, 2011 | | | | | | | | | | |
| Fair value of available-for-sale debt securities (b) | | | | | | | | | | |
| U.S. Treasury and federal agencies | \$ 1,546 | 0.9% | \$ 231 | —% | \$ 1,202 | 0.9% | \$ 113 | 2.2% | \$ — | —% |
| States and political subdivisions | 1 | 5.4 | — | — | — | — | — | — | 1 | 5.4 |
| Foreign government | 784 | 4.4 | 77 | 7.7 | 506 | 4.3 | 201 | 3.3 | — | — |
| Mortgage-backed residential | 7,312 | 2.5 | 3 | 4.8 | 2 | 6.3 | 189 | 2.6 | 7,118 | 2.5 |
| Asset-backed | 2,615 | 2.1 | — | — | 1,599 | 1.9 | 574 | 1.9 | 442 | 3.2 |
| Corporate debt | 1,491 | 4.9 | 19 | 4.9 | 741 | 4.4 | 606 | 5.6 | 125 | 4.7 |
| Other | 327 | 1.4 | 316 | 1.3 | — | — | 11 | 4.6 | — | — |
| Total available-for-sale debt securities | \$ 14,076 | 2.6 | \$ 646 | 1.7 | \$ 4,050 | 2.4 | \$ 1,694 | 3.5 | \$ 7,686 | 2.6 |
| Amortized cost of available-for-sale debt securities | \$ 13,979 | | \$ 644 | | \$ 4,026 | | \$ 1,678 | | \$ 7,631 | |

- (a) Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment options.
(b) Yields on tax-exempt obligations are computed on a tax-equivalent basis.

The balances of cash equivalents were \$5.2 billion and \$5.6 billion at March 31, 2012, and December 31, 2011, respectively, and were composed primarily of money market accounts and short-term securities, including U.S. Treasury bills.

The following table presents gross gains and losses realized upon the sales of available-for-sale securities. During the three months ended March 31, 2012, we did not recognize any other-than-temporary impairment on available-for-sale securities.

| (\$ in millions) | Three months ended March 31, | |
|-----------------------|------------------------------|-------|
| | 2012 | 2011 |
| Gross realized gains | \$ 98 | \$ 94 |
| Gross realized losses | (8) | (10) |
| Net realized gains | \$ 90 | \$ 84 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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The following table presents interest and dividends on available-for-sale securities.

| | Three months ended March 31, | |
|---|---------------------------------|--------|
| | 2012 | 2011 |
| (\$ in millions) | | |
| Taxable interest | \$ 79 | \$ 98 |
| Taxable dividends | 5 | 5 |
| Interest and dividends on available-for-sale securities | \$ 84 | \$ 103 |

The table below summarizes available-for-sale securities in an unrealized loss position in accumulated other comprehensive income. Based on the methodology described below that was applied to these securities, we believe that the unrealized losses relate to factors other than credit losses in the current market environment. As of March 31, 2012, we did not have the intent to sell the debt securities with an unrealized loss position in accumulated other comprehensive income, and it is not more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. As of March 31, 2012, we had the ability and intent to hold equity securities with an unrealized loss position in accumulated other comprehensive income. As a result, we believe that the securities with an unrealized loss position in accumulated other comprehensive income are not considered to be other-than-temporarily impaired at March 31, 2012. Refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for additional information related to investment securities and our methodology for evaluating potential other-than-temporary impairments.

| | March 31, 2012 | | | | December 31, 2011 | | | |
|--|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|
| | Less than 12 months | | 12 months or longer | | Less than 12 months | | 12 months or longer | |
| | Fair value | Unrealized loss | Fair value | Unrealized loss | Fair value | Unrealized loss | Fair value | Unrealized loss |
| (\$ in millions) | | | | | | | | |
| Available-for-sale securities | | | | | | | | |
| Debt securities | | | | | | | | |
| U.S. Treasury and federal agencies | \$ 477 | \$ — | \$ — | \$ — | \$ 179 | \$ (2) | \$ — | \$ — |
| Foreign government | 231 | (1) | — | — | 197 | (1) | — | — |
| Mortgage-backed residential | 2,499 | (23) | 72 | (3) | 2,302 | (39) | 45 | (2) |
| Asset-backed | 624 | (5) | 8 | — | 994 | (13) | 1 | — |
| Corporate debt | 241 | (7) | 14 | (1) | 444 | (16) | 30 | (2) |
| Total temporarily impaired debt securities | 4,072 | (36) | 94 | (4) | 4,116 | (71) | 76 | (4) |
| Temporarily impaired equity securities | 450 | (65) | 91 | (31) | 770 | (148) | 18 | (6) |
| Total temporarily impaired available-for-sale securities | \$ 4,522 | \$ (101) | \$ 185 | \$ (35) | \$ 4,886 | \$ (219) | \$ 94 | \$ (10) |

7. Loans Held-for-Sale, Net

The composition of loans held-for-sale, net, was as follows.

| | March 31, 2012 | | | December 31, 2011 | | |
|-------------------------------|----------------|---------|----------|-------------------|---------|----------|
| | Domestic | Foreign | Total | Domestic | Foreign | Total |
| (\$ in millions) | | | | | | |
| Consumer automobile | \$ 623 | \$ — | \$ 623 | \$ 425 | \$ — | \$ 425 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 5,299 | 35 | 5,334 | 7,360 | 12 | 7,372 |
| Home equity | 713 | — | 713 | 740 | — | 740 |
| Total consumer mortgage (a) | 6,012 | 35 | 6,047 | 8,100 | 12 | 8,112 |
| Commercial and industrial | | | | | | |
| Other | — | — | — | 20 | — | 20 |
| Total loans held-for-sale (b) | \$ 6,635 | \$ 35 | \$ 6,670 | \$ 8,545 | \$ 12 | \$ 8,557 |

(a) Fair value option-elected domestic consumer mortgages were \$1.8 billion and \$3.9 billion at March 31, 2012, and December 31, 2011, respectively. Refer to Note 21 for additional information.

(b) Totals are net of unamortized premiums and discounts and deferred fees and costs. Included in the totals are net unamortized discounts of \$275 million and \$221 million at March 31, 2012, and December 31, 2011, respectively.

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The following table summarizes held-for-sale mortgage loans reported at carrying value by higher-risk loan type.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| High original loan-to-value (greater than 100%) mortgage loans | \$ 577 | \$ 423 |
| Payment-option adjustable-rate mortgage loans | 13 | 12 |
| Interest-only mortgage loans | 283 | 298 |
| Below-market rate (teaser) mortgages | 167 | 169 |
| Total higher-risk mortgage loans held-for-sale (a) | \$ 1,040 | \$ 902 |

(a) The majority of these loans are held by our Mortgage Legacy Portfolio and Other operations at March 31, 2012, and December 31, 2011.

8. Finance Receivables and Loans, Net

The composition of finance receivables and loans, net, reported at carrying value before allowance for loan losses was as follows.

| (\$ in millions) | March 31, 2012 | | | December 31, 2011 | | |
|---|----------------|-----------|------------|-------------------|-----------|------------|
| | Domestic | Foreign | Total | Domestic | Foreign | Total |
| Consumer automobile | \$ 49,444 | \$ 17,770 | \$ 67,214 | \$ 46,576 | \$ 16,883 | \$ 63,459 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 6,929 | 9 | 6,938 | 6,867 | 24 | 6,891 |
| Home equity | 3,020 | — | 3,020 | 3,102 | — | 3,102 |
| Total consumer mortgage | 9,949 | 9 | 9,958 | 9,969 | 24 | 9,993 |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 28,197 | 8,407 | 36,604 | 26,552 | 8,265 | 34,817 |
| Mortgage | 1,377 | 26 | 1,403 | 1,887 | 24 | 1,911 |
| Other | 1,204 | 56 | 1,260 | 1,178 | 63 | 1,241 |
| Commercial real estate | | | | | | |
| Automobile | 2,372 | 160 | 2,532 | 2,331 | 154 | 2,485 |
| Mortgage | — | 15 | 15 | — | 14 | 14 |
| Total commercial | 33,150 | 8,664 | 41,814 | 31,948 | 8,520 | 40,468 |
| Loans at fair value (a) | 589 | 243 | 832 | 603 | 232 | 835 |
| Total finance receivables and loans (b) | \$ 93,132 | \$ 26,686 | \$ 119,818 | \$ 89,096 | \$ 25,659 | \$ 114,755 |

(a) Includes domestic consumer mortgages at fair value as a result of fair value option election. Refer to Note 21 for additional information.

(b) Totals are net of unearned income, unamortized premiums and discounts, and deferred fees and costs of \$3.0 billion and \$2.9 billion at March 31, 2012, and December 31, 2011, respectively.

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The following tables present an analysis of the activity in the allowance for loan losses on finance receivables and loans.

| Three months ended March 31, 2012 (\$ in millions) | Consumer automobile | Consumer mortgage | Commercial | Total |
|--|------------------------|----------------------|------------|----------|
| Allowance at January 1, 2012 | \$ 766 | \$ 516 | \$ 221 | \$ 1,503 |
| Charge-offs | | | | |
| Domestic | (100) | (45) | (2) | (147) |
| Foreign | (36) | — | — | (36) |
| Total charge-offs | (136) | (45) | (2) | (183) |
| Recoveries | | | | |
| Domestic | 46 | 2 | 7 | 55 |
| Foreign | 16 | — | 5 | 21 |
| Total recoveries | 62 | 2 | 12 | 76 |
| Net charge-offs | (74) | (43) | 10 | (107) |
| Provision for loan losses | 133 | 28 | (21) | 140 |
| Other | 7 | — | 3 | 10 |
| Allowance at March 31, 2012 | \$ 832 | \$ 501 | \$ 213 | \$ 1,546 |
| Allowance for loan losses | | | | |
| Individually evaluated for impairment | \$ 8 | \$ 168 | \$ 47 | \$ 223 |
| Collectively evaluated for impairment | 816 | 333 | 166 | 1,315 |
| Loans acquired with deteriorated credit quality | 8 | — | — | 8 |
| Finance receivables and loans at historical cost | | | | |
| Ending balance | 67,214 | 9,958 | 41,814 | 118,986 |
| Individually evaluated for impairment | 88 | 619 | 367 | 1,074 |
| Collectively evaluated for impairment | 67,055 | 9,339 | 41,447 | 117,841 |
| Loans acquired with deteriorated credit quality | 71 | — | — | 71 |

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| Three months ended March 31, 2011 (\$ in millions) | Consumer automobile | Consumer mortgage | Commercial | Total |
|--|------------------------|----------------------|------------|----------|
| Allowance at January 1, 2011 | \$ 970 | \$ 580 | \$ 323 | \$ 1,873 |
| Charge-offs | | | | |
| Domestic | (139) | (60) | (6) | (205) |
| Foreign | (42) | — | (31) | (73) |
| Total charge-offs | (181) | (60) | (37) | (278) |
| Recoveries | | | | |
| Domestic | 50 | 3 | 6 | 59 |
| Foreign | 19 | — | 11 | 30 |
| Total recoveries | 69 | 3 | 17 | 89 |
| Net charge-offs | (112) | (57) | (20) | (189) |
| Provision for loan losses | 53 | 40 | 20 | 113 |
| Other | 5 | — | 4 | 9 |
| Allowance at March 31, 2011 | \$ 916 | \$ 563 | \$ 327 | \$ 1,806 |
| Allowance for loan losses | | | | |
| Individually evaluated for impairment | \$ — | \$ 98 | \$ 103 | \$ 201 |
| Collectively evaluated for impairment | 900 | 465 | 224 | 1,589 |
| Loans acquired with deteriorated credit quality | 16 | — | — | 16 |
| Finance receivables and loans at historical cost | | | | |
| Ending balance | 56,868 | 10,568 | 39,052 | 106,488 |
| Individually evaluated for impairment | — | 529 | 1,164 | 1,693 |
| Collectively evaluated for impairment | 56,724 | 10,039 | 37,888 | 104,651 |
| Loans acquired with deteriorated credit quality | 144 | — | — | 144 |

The following table presents information about significant sales of finance receivables and loans recorded at historical cost and transfers of finance receivables and loans from held-for-investment to held-for-sale.

| (\$ in millions) | Three months ended March 31, | |
|---------------------------|------------------------------|-------|
| | 2012 | 2011 |
| Consumer mortgage | \$ 40 | \$ 65 |
| Commercial | — | 6 |
| Total sales and transfers | \$ 40 | \$ 71 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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The following table presents an analysis of our past due finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

| (\$ in millions) | 30-59 days past due | 60-89 days past due | 90 days or more past due | Total past due | Current | Total finance receivables and loans |
|-------------------------------|------------------------|------------------------|--------------------------------|-------------------|------------|--|
| March 31, 2012 | | | | | | |
| Consumer automobile | \$ 612 | \$ 124 | \$ 186 | \$ 922 | \$ 66,292 | \$ 67,214 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 91 | 34 | 165 | 290 | 6,648 | 6,938 |
| Home equity | 16 | 10 | 16 | 42 | 2,978 | 3,020 |
| Total consumer mortgage | 107 | 44 | 181 | 332 | 9,626 | 9,958 |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 3 | 3 | 64 | 70 | 36,534 | 36,604 |
| Mortgage | 26 | — | — | 26 | 1,377 | 1,403 |
| Other | — | — | 1 | 1 | 1,259 | 1,260 |
| Commercial real estate | | | | | | |
| Automobile | 2 | — | 25 | 27 | 2,505 | 2,532 |
| Mortgage | — | — | 15 | 15 | — | 15 |
| Total commercial | 31 | 3 | 105 | 139 | 41,675 | 41,814 |
| Total consumer and commercial | \$ 750 | \$ 171 | \$ 472 | \$ 1,393 | \$ 117,593 | \$ 118,986 |
| December 31, 2011 | | | | | | |
| Consumer automobile | \$ 802 | \$ 162 | \$ 179 | \$ 1,143 | \$ 62,316 | \$ 63,459 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 91 | 35 | 162 | 288 | 6,603 | 6,891 |
| Home equity | 21 | 11 | 18 | 50 | 3,052 | 3,102 |
| Total consumer mortgage | 112 | 46 | 180 | 338 | 9,655 | 9,993 |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | — | 1 | 126 | 127 | 34,690 | 34,817 |
| Mortgage | — | — | — | — | 1,911 | 1,911 |
| Other | — | — | 1 | 1 | 1,240 | 1,241 |
| Commercial real estate | | | | | | |
| Automobile | 2 | 1 | 34 | 37 | 2,448 | 2,485 |
| Mortgage | — | 2 | 12 | 14 | — | 14 |
| Total commercial | 2 | 4 | 173 | 179 | 40,289 | 40,468 |
| Total consumer and commercial | \$ 916 | \$ 212 | \$ 532 | \$ 1,660 | \$ 112,260 | \$ 113,920 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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The following table presents the carrying value before allowance for loan losses of our finance receivables and loans recorded at historical cost on nonaccrual status.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---|----------------|-------------------|
| Consumer automobile | \$ 245 | \$ 228 |
| Consumer mortgage | | |
| 1st Mortgage | 246 | 281 |
| Home equity | 52 | 58 |
| Total consumer mortgage | 298 | 339 |
| Commercial | | |
| Commercial and industrial | | |
| Automobile | 174 | 223 |
| Mortgage | 26 | — |
| Other | 33 | 37 |
| Commercial real estate | | |
| Automobile | 54 | 67 |
| Mortgage | 15 | 12 |
| Total commercial | 302 | 339 |
| Total consumer and commercial finance receivables and loans | \$ 845 | \$ 906 |

Management performs a quarterly analysis of the consumer automobile, consumer mortgage, and commercial portfolios using a range of credit quality indicators to assess the adequacy of the allowance based on historical and current trends. The tables below present the population of loans by quality indicators for our consumer automobile, consumer mortgage, and commercial portfolios.

The following table presents performing and nonperforming credit quality indicators in accordance with our internal accounting policies for our consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

| (\$ in millions) | March 31, 2012 | | | December 31, 2011 | | |
|-------------------------|----------------|---------------|-----------|-------------------|---------------|-----------|
| | Performing | Nonperforming | Total | Performing | Nonperforming | Total |
| Consumer automobile | \$ 66,969 | \$ 245 | \$ 67,214 | \$ 63,231 | \$ 228 | \$ 63,459 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 6,692 | 246 | 6,938 | 6,610 | 281 | 6,891 |
| Home equity | 2,968 | 52 | 3,020 | 3,044 | 58 | 3,102 |
| Total consumer mortgage | \$ 9,660 | \$ 298 | \$ 9,958 | \$ 9,654 | \$ 339 | \$ 9,993 |

The following table presents pass and criticized credit quality indicators based on regulatory definitions for our commercial finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

| (\$ in millions) | March 31, 2012 | | | December 31, 2011 | | |
|---------------------------|----------------|----------------|-----------|-------------------|----------------|-----------|
| | Pass | Criticized (a) | Total | Pass | Criticized (a) | Total |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | \$ 34,338 | \$ 2,266 | \$ 36,604 | \$ 32,464 | \$ 2,353 | \$ 34,817 |
| Mortgage | 1,250 | 153 | 1,403 | 1,760 | 151 | 1,911 |
| Other | 913 | 347 | 1,260 | 883 | 358 | 1,241 |
| Commercial real estate | | | | | | |
| Automobile | 2,354 | 178 | 2,532 | 2,305 | 180 | 2,485 |
| Mortgage | — | 15 | 15 | — | 14 | 14 |
| Total commercial | \$ 38,855 | \$ 2,959 | \$ 41,814 | \$ 37,412 | \$ 3,056 | \$ 40,468 |

(a) Includes loans classified as special mention, substandard, or doubtful. These classifications are based on regulatory definitions and generally represent loans within our portfolio that have a higher default risk or have already defaulted.

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Impaired Loans and Troubled Debt Restructurings**Impaired Loans**

Loans are considered impaired when we determine it is probable that we will be unable to collect all amounts due according to the terms of the loan agreement. For more information on our impaired finance receivables and loans, refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

The following table presents information about our impaired finance receivables and loans recorded at historical cost.

| <i>(\$ in millions)</i> | Unpaid principal balance | Carrying value before allowance | Impaired with no allowance | Impaired with an allowance | Allowance for impaired loans |
|--|-------------------------------------|--|---------------------------------------|---------------------------------------|---|
| March 31, 2012 | | | | | |
| Consumer automobile | \$ 88 | \$ 88 | \$ — | \$ 88 | \$ 8 |
| Consumer mortgage | | | | | |
| 1st Mortgage | 526 | 518 | 88 | 430 | 124 |
| Home equity | 100 | 101 | — | 101 | 44 |
| Total consumer mortgage | 626 | 619 | 88 | 531 | 168 |
| Commercial | | | | | |
| Commercial and industrial | | | | | |
| Automobile | 169 | 169 | 82 | 87 | 12 |
| Mortgage | 26 | 26 | — | 26 | 11 |
| Other | 33 | 33 | 21 | 12 | 5 |
| Commercial real estate | | | | | |
| Automobile | 59 | 59 | 29 | 30 | 13 |
| Mortgage | 15 | 15 | 2 | 13 | 5 |
| Total commercial | 302 | 302 | 134 | 168 | 46 |
| Total consumer and commercial finance receivables and loans | \$ 1,016 | \$ 1,009 | \$ 222 | \$ 787 | \$ 222 |
| December 31, 2011 | | | | | |
| Consumer automobile | \$ 69 | \$ 69 | \$ — | \$ 69 | \$ 7 |
| Consumer mortgage | | | | | |
| 1st Mortgage | 516 | 508 | 83 | 425 | 126 |
| Home equity | 97 | 98 | — | 98 | 46 |
| Total consumer mortgage | 613 | 606 | 83 | 523 | 172 |
| Commercial | | | | | |
| Commercial and industrial | | | | | |
| Automobile | 222 | 222 | 64 | 158 | 22 |
| Mortgage | — | — | — | — | — |
| Other | 37 | 37 | 25 | 12 | 5 |
| Commercial real estate | | | | | |
| Automobile | 68 | 68 | 32 | 36 | 18 |
| Mortgage | 12 | 12 | 1 | 11 | 5 |
| Total commercial | 339 | 339 | 122 | 217 | 50 |
| Total consumer and commercial finance receivables and loans | \$ 1,021 | \$ 1,014 | \$ 205 | \$ 809 | \$ 229 |

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The following table presents average balance and interest income for our impaired finance receivables and loans.

| Three months ended March 31, (\$ in millions) | 2012 | | 2011 | |
|---|-----------------|-----------------|-----------------|-----------------|
| | Average balance | Interest income | Average balance | Interest income |
| Consumer automobile | \$ 83 | \$ 2 | \$ — | \$ — |
| Consumer mortgage | | | | |
| 1st Mortgage | 512 | 4 | 423 | 4 |
| Home equity | 100 | 1 | 85 | 1 |
| Total consumer mortgage | 612 | 5 | 508 | 5 |
| Commercial | | | | |
| Commercial and industrial | | | | |
| Automobile | 196 | 2 | 336 | — |
| Mortgage | 7 | — | 42 | 5 |
| Other | 34 | — | 128 | 1 |
| Commercial real estate | | | | |
| Automobile | 63 | — | 178 | — |
| Mortgage | 15 | — | 63 | 1 |
| Total commercial | 315 | 2 | 747 | 7 |
| Total consumer and commercial finance receivables and loans | \$ 1,010 | \$ 9 | \$ 1,255 | \$ 12 |

Troubled Debt Restructurings

TDRs are loan modifications where concessions were granted to borrowers experiencing financial difficulties. Numerous initiatives, such as Home Affordable Modification Program are in place to provide support to our mortgage customers in financial distress, including principal forgiveness, maturity extensions, delinquent interest capitalization, and changes to contractual interest rates. Additionally for automobile loans, we offer several types of assistance to aid our customers including changing the due date, and rewriting the loan terms. Total TDRs recorded at historical cost and reported at carrying value before allowance for loan losses at March 31, 2012, increased \$38 million to \$772 million from December 31, 2011. Refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for additional information.

The following table present information related to finance receivables and loans recorded at historical cost modified in connection with a troubled debt restructuring during the period.

| Three months ended March 31, (\$ in millions) | 2012 | | | 2011 | | |
|---|-----------------|--|---|-----------------|--|---|
| | Number of loans | Pre-modification carrying value before allowance | Post-modification carrying value before allowance | Number of loans | Pre-modification carrying value before allowance | Post-modification carrying value before allowance |
| Consumer automobile | 2,792 | \$ 33 | \$ 33 | 1,228 | \$ 17 | \$ 17 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 77 | 28 | 27 | 127 | 44 | 44 |
| Home equity | 173 | 10 | 9 | 216 | 13 | 11 |
| Total consumer mortgage | 250 | 38 | 36 | 343 | 57 | 55 |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 3 | 3 | 3 | 1 | 3 | 3 |
| Mortgage | — | — | — | — | — | — |
| Commercial real estate | | | | | | |
| Automobile | 1 | 2 | 2 | — | — | — |
| Mortgage | — | — | — | — | — | — |
| Total commercial | 4 | 5 | 5 | 1 | 3 | 3 |
| Total consumer and commercial finance receivables and loans | 3,046 | \$ 76 | \$ 74 | 1,572 | \$ 77 | \$ 75 |

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The following table present information about finance receivables and loans recorded at historical cost that have redefaulted during the reporting period and were within 12 months or less of being modified as a troubled debt restructuring. Redefault is when finance receivables and loans meet the requirements for evaluation under our charge-off policy (Refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for additional information) except for commercial finance receivables and loans where default is defined as 90 days past due.

| Three months ended March 31, (\$ in millions) | 2012 | | | 2011 | | |
|---|-----------------|---------------------------------|-------------------|-----------------|---------------------------------|-------------------|
| | Number of loans | Carrying value before allowance | Charge-off amount | Number of loans | Carrying value before allowance | Charge-off amount |
| Consumer automobile | 208 | \$ 2 | \$ 1 | — | \$ — | \$ — |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 5 | 1 | — | 1 | — | — |
| Home equity | 4 | 1 | 1 | 2 | — | — |
| Total consumer mortgage | 9 | 2 | 1 | 3 | — | — |
| Commercial | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 2 | 2 | — | — | — | — |
| Total commercial | 2 | 2 | — | — | — | — |
| Total consumer and commercial finance receivables and loans | 219 | \$ 6 | \$ 2 | 3 | \$ — | \$ — |

At March 31, 2012, and December 31, 2011, commercial commitments to lend additional funds to debtors owing receivables whose terms had been modified in a troubled debt restructuring were \$19 million and \$45 million, respectively.

Higher-Risk Mortgage Concentration Risk

The following table summarizes held-for-investment mortgage finance receivables and loans recorded at historical cost and reported at carrying value before allowance for loan losses by higher-risk loan type.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Interest-only mortgage loans (a) | \$ 2,828 | \$ 2,947 |
| Below-market rate (teaser) mortgages | 240 | 248 |
| Total higher-risk mortgage finance receivables and loans (b) | \$ 3,068 | \$ 3,195 |

(a) The majority of the interest-only mortgage loans are expected to start principal amortization in 2015 or beyond.

(b) The majority of these loans are held by our Mortgage Legacy Portfolio and Other operations at March 31, 2012, and December 31, 2011.

9. Investment in Operating Leases, Net

Investments in operating leases were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|-------------------------------------|----------------|-------------------|
| Vehicles and other equipment | \$ 11,983 | \$ 11,160 |
| Accumulated depreciation | (1,935) | (1,885) |
| Investment in operating leases, net | \$ 10,048 | \$ 9,275 |

Depreciation expense on operating lease assets includes remarketing gains and losses recognized on the sale of operating lease assets. The following summarizes the components of depreciation expense on operating lease assets.

| (\$ in millions) | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2012 | 2011 |
| Depreciation expense on operating lease assets (excluding remarketing gains) | \$ 347 | \$ 390 |
| Remarketing gains | (54) | (120) |
| Depreciation expense on operating lease assets | \$ 293 | \$ 270 |

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10. Securitizations and Variable Interest Entities**Overview**

We are involved in several types of securitization and financing transactions that utilize SPEs. An SPE is an entity that is designed to fulfill a specified limited need of the sponsor. Our principal use of SPEs is to obtain liquidity and favorable capital treatment by securitizing certain of our financial assets.

The SPEs involved in securitization and other financing transactions are generally considered variable interest entities (VIEs). VIEs are entities that have either a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors lack the ability to control the entity's activities.

Securitizations

We provide a wide range of consumer and commercial automobile loans, operating leases, and mortgage loan products to a diverse customer base. We often securitize these loans and leases (which we collectively describe as loans or financial assets) through the use of securitization entities, which may or may not be consolidated on our Consolidated Balance Sheet. We securitize consumer and commercial automobile loans and operating leases through private-label securitizations. We securitize consumer mortgage loans through transactions involving the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), and the Government National Mortgage Association (Ginnie Mae) (collectively the Government-Sponsored Enterprises or GSEs), or private-label mortgage securitizations. During the three months ended March 31, 2012 and 2011, our consumer mortgage loans were primarily securitized through the GSEs.

In executing a securitization transaction, we typically sell pools of financial assets to a wholly owned, bankruptcy-remote SPE, which then transfers the financial assets to a separate, transaction-specific securitization entity for cash, servicing rights, and in some transactions, other retained interests. The securitization entity is funded through the issuance of beneficial interests in the securitized financial assets. The beneficial interests take the form of either notes or trust certificates which are sold to investors and/or retained by us. These beneficial interests are collateralized by the transferred loans and entitle the investors to specified cash flows generated from the securitized loans. In addition to providing a source of liquidity and cost-efficient funding, securitizing these financial assets also reduces our credit exposure to the borrowers beyond any economic interest we may retain.

Each securitization is governed by various legal documents that limit and specify the activities of the securitization entity. The securitization entity is generally allowed to acquire the loans, to issue beneficial interests to investors to fund the acquisition of the loans, and to enter into derivatives or other yield maintenance contracts (e.g., coverage by monoline bond insurers) to hedge or mitigate certain risks related to the financial assets or beneficial interests of the entity. A servicer, who is generally us, is appointed pursuant to the underlying legal documents to service the assets the securitization entity holds and the beneficial interests it issues. Servicing functions include, but are not limited to, making certain payments of property taxes and insurance premiums, default and property maintenance payments, as well as advancing principal and interest payments before collecting them from individual borrowers. Our servicing responsibilities, which constitute continued involvement in the transferred financial assets, consist of primary servicing (i.e., servicing the underlying transferred financial assets) and/or master servicing (i.e., servicing the beneficial interests that result from the securitization transactions). Certain securitization entities also require the servicer to advance scheduled principal and interest payments due on the beneficial interests issued by the entity regardless of whether cash payments are received on the underlying transferred financial assets. Accordingly, we are required to provide these servicing advances when applicable. Refer to Note 11 for additional information regarding our servicing rights.

The GSEs provide a guarantee of the payment of principal and interest on the beneficial interests issued in securitizations. In private-label securitizations, cash flows from the assets initially transferred into the securitization entity represent the sole source for payment of distributions on the beneficial interests issued by the securitization entity and for payments to the parties that perform services for the securitization entity, such as the servicer or the trustee. In certain private-label securitization transactions, a liquidity facility may exist to provide temporary liquidity to the entity. The liquidity provider generally is reimbursed prior to other parties in subsequent distribution periods. Monoline insurance may also exist to cover certain shortfalls to certain investors in the beneficial interests issued by the securitization entity. As noted above, in certain private-label securitizations, the servicer is required to advance scheduled principal and interest payments due on the beneficial interests regardless of whether cash payments are received on the underlying transferred financial assets. The servicer is allowed to reimburse itself for these servicing advances. Additionally, certain private-label securitization transactions may allow for the acquisition of additional loans subsequent to the initial loan transfer. Principal collections on other loans and/or the issuance of new beneficial interests, such as variable funding notes, generally fund these loans; we are often contractually required to invest in these new interests.

We may retain beneficial interests in our private-label securitizations, which may represent a form of significant continuing economic interest. These retained interests include, but are not limited to, senior or subordinate mortgage- or asset-backed securities, interest-only strips, principal-only strips, and residuals. Certain of these retained interests provide credit enhancement to the trust as they may absorb credit losses or other cash shortfalls. Additionally, the securitization agreements may require cash flows to be directed away from certain of our retained interests due to specific over-collateralization requirements, which may or may not be performance-driven.

We generally hold certain conditional repurchase options that allow us to repurchase assets from the securitization entity. The majority of the securitizations provide us, as servicer, with a call option that allows us to repurchase the remaining transferred financial assets or outstanding beneficial interests at our discretion once the asset pool reaches a predefined level, which represents the point where servicing

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becomes burdensome (a clean-up call option). The repurchase price is typically the par amount of the loans plus accrued interest. Additionally, we may hold other conditional repurchase options that allow us to repurchase a transferred financial asset if certain events outside our control are met. The typical conditional repurchase option is a delinquent loan repurchase option that gives us the option to purchase the loan or contract if it exceeds a certain prespecified delinquency level. We generally have complete discretion regarding when or if we will exercise these options, but generally, we would do so only when it is in our best interest.

Other than our customary representation and warranty provisions, these securitizations are nonrecourse to us, thereby transferring the risk of future credit losses to the extent the beneficial interests in the securitization entities are held by third parties. Representation and warranty provisions generally require us to repurchase loans or indemnify the investor or other party for incurred losses to the extent it is determined that the loans were ineligible or were otherwise defective at the time of sale. Refer to Note 24 for detail on representation and warranty provisions. We did not provide any noncontractual financial support to any of these entities during the three months ended March 31, 2012 and 2011.

Other Variable Interest Entities**Servicer Advance Funding Entity**

To assist in the financing of our servicer advance receivables, we formed an SPE that issues variable funding notes to third-party investors that are collateralized by servicer advance receivables. These servicer advance receivables are transferred to the SPE and consist of delinquent principal and interest advances we made as servicer to various investors; property taxes and insurance premiums advanced to taxing authorities and insurance companies on behalf of borrowers; and amounts advanced for mortgages in foreclosure. The SPE funds the purchase of the receivables through financing obtained from the third-party investors and subordinated loans or an equity contribution from our mortgage activities. This SPE is consolidated on our balance sheet at March 31, 2012, and December 31, 2011. The beneficial interest holder of this SPE does not have legal recourse to our general credit. We do not have a contractual obligation to provide any type of financial support in the future, nor have we provided noncontractual financial support to the entity during the three months ended March 31, 2012 and 2011.

Other

We have involvements with various other on-balance sheet, immaterial SPEs. Most of these SPEs are used for additional liquidity whereby we sell certain financial assets into the VIE and issue beneficial interests to third parties for cash.

We also provide long-term guarantee contracts and a line of credit to certain nonconsolidated affordable housing entities. Since we do not have control over the entities or the power to make decisions, we do not consolidate the entities and our involvement is limited to the guarantee and the line of credit.

Involvement with Variable Interest Entities

The determination of whether financial assets transferred by us to these VIEs (and related liabilities) are consolidated on our balance sheet (also referred to as on-balance sheet) or not consolidated on our balance sheet (also referred to as off-balance sheet) depends on the terms of the related transaction and our continuing involvement (if any) with the SPE. We are deemed the primary beneficiary and therefore consolidate VIEs for which we have both (a) the power, through voting rights or similar rights, to direct the activities that most significantly impact the VIE's economic performance, and (b) a variable interest (or variable interests) that (i) obligates us to absorb losses that could potentially be significant to the VIE and/or (ii) provides us the right to receive residual returns of the VIE that could potentially be significant to the VIE. We determine whether we hold a significant variable interest in a VIE based on a consideration of both qualitative and quantitative factors regarding the nature, size, and form of our involvement with the VIE. We assess whether we are the primary beneficiary of a VIE on an ongoing basis.

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Our involvement with consolidated and nonconsolidated VIEs in which we hold variable interests is presented below.

| (\$ in millions) | Consolidated involvement with VIEs | Assets of nonconsolidated VIEs (a) | Maximum exposure to loss in nonconsolidated VIEs |
|--|--|--|--|
| March 31, 2012 | | | |
| On-balance sheet variable interest entities | | | |
| Consumer automobile | \$ 28,953 | \$ — | \$ — |
| Consumer mortgage — private-label | 1,086 | — | — |
| Commercial automobile | 18,245 | — | — |
| Other | 961 | — | — |
| Off-balance sheet variable interest entities | | | |
| Consumer mortgage — Ginnie Mae | 2,665 (b) | 43,317 | 43,317 (c) |
| Consumer mortgage — CMHC | 62 (b) | 3,131 | 62 (d) |
| Consumer mortgage — private-label | 132 (b) | 4,194 | 4,194 (c) |
| Consumer mortgage — other | — | — (e) | 16 (f) |
| Commercial other | 48 (g) | — (h) | 193 |
| Total | \$ 52,152 | \$ 50,642 | \$ 47,782 |
| December 31, 2011 | | | |
| On-balance sheet variable interest entities | | | |
| Consumer automobile | \$ 26,504 | \$ — | \$ — |
| Consumer mortgage — private-label | 1,098 | — | — |
| Commercial automobile | 19,594 | — | — |
| Other | 956 | — | — |
| Off-balance sheet variable interest entities | | | |
| Consumer mortgage — Ginnie Mae | 2,652 (b) | 44,127 | 44,127 (c) |
| Consumer mortgage — CMHC | 66 (b) | 3,222 | 66 (d) |
| Consumer mortgage — private-label | 141 (b) | 4,408 | 4,408 (c) |
| Consumer mortgage — other | — | — (e) | 17 (f) |
| Commercial other | 83 (g) | — (h) | 242 |
| Total | \$ 51,094 | \$ 51,757 | \$ 48,860 |

(a) Asset values represent the current unpaid principal balance of outstanding consumer finance receivables and loans within the VIEs.

(b) Includes \$2.4 billion and \$2.4 billion classified as mortgage loans held-for-sale, \$87 million and \$92 million classified as trading securities or other assets, and \$419 million and \$386 million classified as mortgage servicing rights at March 31, 2012, and December 31, 2011, respectively. CMHC is the Canada Mortgage and Housing Corporation.

(c) Maximum exposure to loss represents the current unpaid principal balance of outstanding loans based on our customary representation and warranty provisions. This measure is based on the unlikely event that all of the loans have underwriting defects or other defects that trigger a representation and warranty provision and the collateral supporting the loans are worthless. This required disclosure is not an indication of our expected loss.

(d) Due to combination of the credit loss insurance on the mortgages and the guarantee by CMHC on the issued securities, the maximum exposure to loss would be limited to the amount of the retained interests. Additionally, the maximum loss would occur only in the event that CMHC dismisses us as servicer of the loans due to servicer performance or insolvency.

(e) Includes a VIE for which we have no management oversight and therefore we are not able to provide the total assets of the VIE. However, in March 2011 we sold excess servicing rights valued at \$266 million to the VIE.

(f) Our maximum exposure to loss in this VIE is a component of servicer advances made that are allocated to the trust. The maximum exposure to loss presented represents the unlikely event that every loan underlying the excess servicing rights sold defaults, and we, as servicer, are required to advance the entire excess service fee to the trust for the contractually established period. This required disclosure is not an indication of our expected loss.

(g) Includes \$65 million and \$100 million classified as finance receivables and loans, net, and \$20 million and \$20 million classified as other assets, offset by \$37 million and \$37 million classified as accrued expenses and other liabilities at March 31, 2012, and December 31, 2011, respectively.

(h) Includes VIEs for which we have no management oversight and therefore we are not able to provide the total assets of the VIEs.

On-balance Sheet Variable Interest Entities

We engage in securitization and other financing transactions that do not qualify for off-balance sheet treatment. In these situations, we hold beneficial interests or other interests in the VIE, which represent a form of significant continuing economic interest. The interests held include, but are not limited to, senior or subordinate mortgage- or asset-backed securities, interest-only strips, principal-only strips, residuals, and servicing rights. Certain of these retained interests provide credit enhancement to the securitization entity as they may absorb credit losses or other cash shortfalls. Additionally, the securitization documents may require cash flows to be directed away from certain of our retained interests due to specific over-collateralization requirements, which may or may not be performance-driven. Because these securitization

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entities are consolidated, these retained interests and servicing rights are not recognized as separate assets on our Condensed Consolidated Balance Sheet.

We consolidated certain of these entities because we had a controlling financial interest in the VIE, primarily due to our servicing activities, and because we hold a significant variable interest in the VIE. We are generally the primary beneficiary of automobile securitization entities, as well as certain mortgage private-label securitization entities for which we perform servicing activities and have retained a significant variable interest in the form of a beneficial interest. In cases where we did not meet sale accounting under previous guidance, unless we have made modifications to the overall transaction, we do not meet sale accounting under current guidance as we are not permitted to revisit sale accounting guidelines under the current guidance. In cases where substantive modifications are made, we then reassess the transaction under the amended guidance, based on the new circumstances.

The consolidated VIEs included in the Condensed Consolidated Balance Sheet represent separate entities with which we are involved. The third-party investors in the obligations of consolidated VIEs have legal recourse only to the assets of the VIEs and do not have such recourse to us, except for the customary representation and warranty provisions or when we are the counterparty to certain derivative transactions involving the VIE. In addition, the cash flows from the assets are restricted only to pay such liabilities. Thus, our economic exposure to loss from outstanding third-party financing related to consolidated VIEs is significantly less than the carrying value of the consolidated VIE assets. All assets are restricted for the benefit of the beneficial interest holders. Refer to Note 21 for discussion of the assets and liabilities for which the fair value option has been elected.

Off-balance Sheet Variable Interest Entities

The nature, purpose, and activities of nonconsolidated securitization entities are similar to those of our consolidated securitization entities with the primary difference being the nature and extent of our continuing involvement. The cash flows from the assets of nonconsolidated securitization entities generally are the sole source of payment on the securitization entities' liabilities. The creditors of these securitization entities have no recourse to us with the exception of market customary representation and warranty provisions as described in Note 24.

Nonconsolidated VIEs include entities for which we either do not hold significant variable interests or do not provide servicing or asset management functions for the financial assets held by the securitization entity. Additionally, to qualify for off-balance sheet treatment, transfers of financial assets must meet the sale accounting conditions in ASC 860, *Transfers and Servicing*. Our residential mortgage loan securitizations consist of GSEs and private-label securitizations. We are not the primary beneficiary of any GSE loan securitization transaction because we do not have the power to direct the significant activities of such entities. Additionally, we do not consolidate certain private-label mortgage securitizations because we do not have a variable interest that could potentially be significant or we do not have power to direct the activities that most significantly impact the performance of the VIE.

For nonconsolidated securitization entities, the transferred financial assets are removed from our balance sheet provided the conditions for sale accounting are met. The financial assets obtained from the securitization are primarily reported as cash, servicing rights, or retained interests (if applicable). Typically, we conclude that the fee we are paid for servicing consumer automobile finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. As an accounting policy election, we elected fair value treatment for our mortgage servicing rights (MSR) portfolio. Liabilities incurred as part of these securitization transactions, such as representation and warranty provisions, are recorded at fair value at the time of sale and are reported as accrued expenses and other liabilities on our Condensed Consolidated Balance Sheet. Upon the sale of the loans, we recognize a gain or loss on sale for the difference between the assets recognized, the assets derecognized, and the liabilities recognized as part of the transaction.

The following summarizes all pretax gains and losses recognized on financial assets sold into nonconsolidated securitization and similar asset-backed financing entities.

| (\$ in millions) | Three months ended March 31, | | | |
|-----------------------------------|------------------------------|-----|------|-----|
| | 2012 | | 2011 | |
| Consumer mortgage — GSEs | \$ | 280 | \$ | (3) |
| Consumer mortgage — private-label | | — | | (1) |
| Total pretax gain (loss) | \$ | 280 | \$ | (4) |

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The following table summarizes cash flows received from and paid related to securitization entities, asset-backed financings, or other similar transfers of financial assets where the transfer is accounted for as a sale and we have a continuing involvement with the transferred assets (e.g., servicing) that were outstanding during the three months ended March 31, 2012 and 2011. Additionally, this table contains information regarding cash flows received from and paid to nonconsolidated securitization entities that existed during each period.

| Three months ended March 31, (\$ in millions) | Consumer mortgage GSEs | Consumer mortgage private-label |
|--|---------------------------|------------------------------------|
| 2012 | | |
| Cash proceeds from transfers completed during the period | \$ 10,645 | \$ — |
| Cash flows received on retained interests in securitization entities | — | 14 |
| Servicing fees | 249 | 48 |
| Purchases of previously transferred financial assets | (580) | (8) |
| Representations and warranties obligations | (19) | (4) |
| Other cash flows | 10 | 23 |
| 2011 | | |
| Cash proceeds from transfers completed during the period | \$ 15,153 | \$ 595 |
| Cash flows received on retained interests in securitization entities | — | 20 |
| Servicing fees | 220 | 43 |
| Purchases of previously transferred financial assets | (554) | (7) |
| Representations and warranties obligations | (44) | — |
| Other cash flows | 70 | 62 |

The following table represents on-balance sheet loans held-for-sale and finance receivable and loans, off-balance sheet securitizations, and whole-loan sales where we have continuing involvement. The table presents quantitative information about delinquencies and net credit losses. Refer to Note 11 for further detail on total serviced assets.

| (\$ in millions) | Total Amount | | Amount 60 days or more past due | | Net credit losses | |
|--|-------------------|----------------------|------------------------------------|----------------------|--------------------|-------------------|
| | | | | | Three months ended | |
| | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 | March 31, 2012 | March 31, 2011 |
| On-balance sheet loans | | | | | | |
| Consumer automobile | \$ 67,837 | \$ 63,884 | \$ 310 | \$ 341 | \$ 74 | \$ 112 |
| Consumer mortgage (a) | 16,837 | 18,940 | 3,202 | 3,242 | 20 | 94 |
| Commercial automobile | 39,136 | 37,302 | 92 | 162 | — | 3 |
| Commercial mortgage | 1,418 | 1,925 | 15 | 14 | (1) | 16 |
| Commercial other | 1,260 | 1,261 | 1 | 1 | (9) | 1 |
| Total on-balance sheet loans | 126,488 | 123,312 | 3,620 | 3,760 | 84 | 226 |
| Off-balance sheet securitization entities | | | | | | |
| Consumer mortgage — GSEs (b) | 255,160 | 262,984 | 8,934 | 9,456 | n/m | n/m |
| Consumer mortgage — private-label | 61,686 | 63,991 | 11,070 | 11,301 | 749 | 1,289 |
| Total off-balance sheet securitization entities | 316,846 | 326,975 | 20,004 | 20,757 | 749 | 1,289 |
| Whole-loan transactions (c) | 29,516 | 33,961 | 2,116 | 2,901 | 142 | 215 |
| Total | \$ 472,850 | \$ 484,248 | \$ 25,740 | \$ 27,418 | \$ 975 | \$ 1,730 |

n/m = not meaningful

- (a) Includes loans subject to conditional repurchase options of \$2.3 billion and \$2.3 billion guaranteed by the GSEs, and \$129 million and \$132 million sold to certain private-label mortgage securitization entities at March 31, 2012, and December 31, 2011, respectively.
- (b) Anticipated credit losses are not meaningful due to the GSE guarantees.
- (c) Whole-loan transactions are not part of a securitization transaction, but represent consumer automobile and consumer mortgage pools of loans sold to third-party investors.

Changes in Accounting for Variable Interest Entities

For the three months ended March 31, 2012 and 2011, there were no material changes in the accounting for variable interest entities.

Notes to Condensed Consolidated Financial Statements (unaudited)

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11. Servicing Activities**Mortgage Servicing Rights**

The following table summarizes activity related to MSRs, which are carried at fair value. Although there are limited market transactions that are directly observable, management estimates fair value based on the price it believes would be received to sell the MSR asset in an orderly transaction under current market conditions.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 |
|---|----------|----------|
| Estimated fair value at January 1, | \$ 2,519 | \$ 3,738 |
| Additions recognized on sale of mortgage loans | 75 | 184 |
| Additions from purchases of servicing rights | — | 2 |
| Subtractions from sales of servicing assets | — | (266) |
| Changes in fair value | | |
| Due to changes in valuation inputs or assumptions used in the valuation model | 163 | 297 |
| Other changes in fair value | (162) | (181) |
| Estimated fair value at March 31, | \$ 2,595 | \$ 3,774 |

Changes in fair value due to changes in valuation inputs or assumptions used in the valuation model include all changes due to a revaluation by a model or by a benchmarking exercise. Other changes in fair value primarily include the accretion of the present value of the discount related to forecasted cash flows and the economic runoff of the portfolio. Refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for additional information regarding our significant assumptions and valuation techniques used in the valuation of mortgage servicing rights.

The key economic assumptions and sensitivity of the fair value of MSRs to immediate 10% and 20% adverse changes in those assumptions were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Weighted average life (in years) | 5.2 | 4.7 |
| Weighted average prepayment speed | 12.1% | 15.7% |
| Impact on fair value of 10% adverse change | \$ (181) | \$ (135) |
| Impact on fair value of 20% adverse change | (345) | (257) |
| Weighted average discount rate | 12.0% | 10.2% |
| Impact on fair value of 10% adverse change | \$ (65) | \$ (59) |
| Impact on fair value of 20% adverse change | (125) | (114) |

These sensitivities are hypothetical and should be considered with caution. Changes in fair value based on a 10% and 20% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumptions to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another (e.g., increased market interest rates may result in lower prepayments and increased credit losses) that could magnify or counteract the sensitivities. Further, these sensitivities show only the change in the asset balances and do not show any expected change in the fair value of the instruments used to manage the interest rates and prepayment risks associated with these assets.

Risk Mitigation Activities

The primary risk of our servicing rights is interest rate risk and the resulting impact on prepayments. A significant decline in interest rates could lead to higher-than-expected prepayments that could reduce the value of the MSRs. We economically hedge the impact of these risks with both derivative and nonderivative financial instruments. Refer to Note 19 for additional information regarding the derivative financial instruments used to economically hedge MSRs.

The components of servicing valuation and hedge activities, net, were as follows.

| (\$ in millions) | Three months ended March 31, | |
|---|------------------------------|---------|
| | 2012 | 2011 |
| Change in estimated fair value of mortgage servicing rights | \$ 1 | \$ 117 |
| Change in fair value of derivative financial instruments | 8 | (204) |
| Servicing valuation and hedge activities, net | \$ 9 | \$ (87) |

Mortgage Servicing Fees

The components of mortgage servicing fees were as follows.

| (\$ in millions) | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2012 | 2011 |
| Contractual servicing fees, net of guarantee fees and including subservicing | \$ 226 | \$ 257 |

| | | | | | |
|-------------------------------|---------------------|----------------|---------------------------|-------------|--------|
| 12-12020-mg | Doc 2820-2 | Filed 02/01/13 | Entered 02/01/13 19:12:06 | Vol 2: A.27 | 21 |
| Late fees | - A.34 Pg 37 of 188 | | | | |
| Ancillary fees | | | | 35 | 33 |
| Total mortgage servicing fees | | | \$ | 280 | \$ 311 |

Mortgage Servicing Advances

In connection with our primary servicing activities (i.e., servicing of mortgage loans), we make certain payments for property taxes and insurance premiums, default and property maintenance payments, as well as advances of principal and interest payments before collecting them from individual borrowers. Servicing advances including contractual interest, are priority cash flows in the event of a loan principal reduction or foreclosure and ultimate liquidation of the real estate-owned property, thus making their collection reasonably assured. These servicing advances are included in other assets on the Condensed Consolidated Balance Sheet and totaled \$1.8 billion and \$1.9 billion at March 31, 2012, and December 31, 2011, respectively. We maintain an allowance for uncollected primary servicing advances of \$43 million at both March 31, 2012, and December 31, 2011. Our potential obligation is influenced by the loan's performance and credit quality.

When we act as a subservicer of mortgage loans we perform the responsibilities of a primary servicer but do not own the corresponding primary servicing rights. We receive a fee from the primary servicer for such services. As the subservicer, we would have the same responsibilities of a primary servicer in that we would make certain payments of property taxes and insurance premiums, default and property maintenance, as well as advances of principal and interest payments before collecting them from individual borrowers. At March 31, 2012, and December 31, 2011, outstanding servicer advances related to subserviced loans were \$127 million and \$125 million, respectively, and we had a reserve for uncollected subservicer advances of \$1.0 million and \$1.1 million, respectively.

In many cases, where we act as master servicer, we also act as primary servicer. In connection with our master-servicing activities, we service the mortgage-backed and mortgage-related asset-backed securities and whole-loan packages sold to investors. As the master servicer, we collect mortgage loan payments from primary servicers and distribute those funds to investors in the mortgage-backed and mortgage-related asset-backed securities and whole-loan packages. As the master servicer, we are required to advance scheduled payments to the securitization trust or whole-loan investors. To the extent the primary servicer does not advance the payments, we are responsible for advancing the payment to the trust or whole-loan investors. Master-servicing advances, including contractual interest, are priority cash flows in the event of a default, thus making their collection reasonably assured. In most cases, we are required to advance these payments to the point of liquidation of the loan or reimbursement of the trust or whole-loan investors. We had outstanding master-servicing advances of \$190 million and \$158 million at March 31, 2012, and December 31, 2011, respectively. We had no reserve for uncollected master-servicing advances at March 31, 2012, or December 31, 2011.

Serviced Mortgage Assets

The unpaid principal balance of our serviced mortgage assets was as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---------------------------------------|----------------|-------------------|
| On-balance sheet mortgage loans | | |
| Held-for-sale and investment | \$ 17,115 | \$ 18,871 |
| Operations held-for-sale | 436 | 541 |
| Off-balance sheet mortgage loans | | |
| Loans sold to third-party investors | | |
| Private-label | 48,514 | 50,886 |
| GSEs | 255,053 | 262,868 |
| Whole-loan | 14,484 | 15,105 |
| Purchased servicing rights | 3,089 | 3,247 |
| Operations held-for-sale | 5,213 | 4,912 |
| Total primary serviced mortgage loans | 343,904 | 356,430 |
| Subserviced mortgage loans | 28,423 | 26,358 |
| Subserviced operations held-for-sale | 2 | 4 |
| Total subserviced mortgage loans | 28,425 | 26,362 |
| Master-servicing-only mortgage loans | 8,225 | 8,557 |
| Total serviced mortgage loans | \$ 380,554 | \$ 391,349 |

Our Mortgage operations that conduct primary and master-servicing activities are required to maintain certain servicer ratings in accordance with master agreements entered into with GSEs. At March 31, 2012, our Mortgage operations were in compliance with the servicer-rating requirements of the master agreements.

At March 31, 2012, domestic insured private-label securitizations with an unpaid principal balance of \$5.4 billion contains provisions entitling the monoline or other provider of contractual credit support (surety providers) to declare a servicer default and terminate the servicer upon the failure of the loans to meet certain portfolio delinquency and/or cumulative loss thresholds. Securitizations with an unpaid principal balance of \$4.8 billion had breached a delinquency and/or cumulative loss threshold. We continue to receive service fee income with respect to these securitizations. Securitizations with an unpaid principal balance of \$574 million have not yet breached a delinquency or cumulative loss threshold. The value of the related MSR is \$4 million at March 31, 2012. Refer to Note 24 for additional information.

Automobile Servicing Activities

We service consumer automobile contracts. Historically, we have sold a portion of our consumer automobile contracts. With respect to contracts we sell, we retain the right to service and earn a servicing fee for our servicing function. Typically, we conclude that the fee we are paid for servicing consumer automobile finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. We recognized automobile servicing fees of \$30 million and \$46 million during the three months ended March 31, 2012 and 2011, respectively.

Automobile Serviced Assets

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| On-balance sheet automobile loans and leases | | |
| Consumer automobile | \$ 67,837 | \$ 63,884 |
| Commercial automobile | 39,136 | 37,302 |
| Operating leases | 10,048 | 9,275 |
| Operations held-for-sale | 68 | 102 |
| Off-balance sheet automobile loans | | |
| Loans sold to third-party investors | | |
| Whole-loan | 10,456 | 12,318 |
| Total serviced automobile loans and leases | \$ 127,545 | \$ 122,881 |

12. Other Assets

The components of other assets were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---|----------------|-------------------|
| Property and equipment at cost | \$ 1,162 | \$ 1,152 |
| Accumulated depreciation | (802) | (787) |
| Net property and equipment | 360 | 365 |
| Fair value of derivative contracts in receivable position | 4,175 | 5,687 |
| Servicer advances | 2,144 | 2,142 |
| Restricted cash collections for securitization trusts (a) | 1,830 | 1,596 |
| Collateral placed with counterparties | 1,425 | 1,448 |
| Other accounts receivable | 1,176 | 1,110 |
| Cash reserve deposits held-for-securitization trusts (b) | 890 | 838 |
| Restricted cash and cash equivalents | 846 | 1,381 |
| Debt issuance costs | 610 | 612 |
| Prepaid expenses and deposits | 558 | 568 |
| Goodwill | 519 | 518 |
| Real estate and other investments | 411 | 385 |
| Nonmarketable equity securities | 394 | 419 |
| Accrued interest and rent receivable | 227 | 232 |
| Interests retained in financial asset sales | 194 | 231 |
| Reposessed and foreclosed assets | 150 | 141 |
| Other assets | 1,056 | 1,068 |
| Total other assets | \$ 16,965 | \$ 18,741 |

(a) Represents cash collection from customer payments on securitized receivables. These funds are distributed to investors as payments on the related secured debt.

(b) Represents credit enhancement in the form of cash reserves for various securitization transactions.

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13. Deposit Liabilities

Deposit liabilities consisted of the following.

| (\$ in millions) | March 31, 2012 | | December 31, 2011 | |
|--|----------------|--------|-------------------|--------|
| Domestic deposits | | | | |
| Noninterest-bearing deposits | \$ | 2,314 | \$ | 2,029 |
| Interest-bearing deposits | | | | |
| Savings and money market checking accounts | | 9,859 | | 9,035 |
| Certificates of deposit | | 29,348 | | 28,540 |
| Dealer deposits | | 1,860 | | 1,769 |
| Total domestic deposit liabilities | | 43,381 | | 41,373 |
| Foreign deposits | | | | |
| Interest-bearing deposits | | | | |
| Savings and money market checking accounts | | 1,536 | | 1,408 |
| Certificates of deposit | | 1,983 | | 1,958 |
| Dealer deposits | | 306 | | 311 |
| Total foreign deposit liabilities | | 3,825 | | 3,677 |
| Total deposit liabilities | \$ | 47,206 | \$ | 45,050 |

Noninterest-bearing deposits primarily represent third-party escrows associated with our mortgage loan-servicing portfolio. The escrow deposits are not subject to an executed agreement and can be withdrawn without penalty at any time. At March 31, 2012, and December 31, 2011, certificates of deposit included \$10.5 billion and \$10.0 billion, respectively, of domestic certificates of deposit in denominations of \$100 thousand or more.

14. Short-term Borrowings

The following table presents the composition of our short-term borrowings portfolio.

| (\$ in millions) | March 31, 2012 | | | December 31, 2011 | | |
|--|----------------|----------|----------|-------------------|----------|----------|
| | Unsecured | Secured | Total | Unsecured | Secured | Total |
| Demand notes | \$ 2,987 | \$ — | \$ 2,987 | \$ 2,756 | \$ — | \$ 2,756 |
| Bank loans and overdrafts | 1,826 | — | 1,826 | 1,613 | — | 1,613 |
| Federal Home Loan Bank | — | 200 | 200 | — | 1,400 | 1,400 |
| Securities sold under agreements to repurchase | — | 561 | 561 | — | — | — |
| Other (a) | 173 | 1,456 | 1,629 | 146 | 1,765 | 1,911 |
| Total short-term borrowings | \$ 4,986 | \$ 2,217 | \$ 7,203 | \$ 4,515 | \$ 3,165 | \$ 7,680 |

(a) Other primarily includes nonbank secured borrowings at our Mortgage and International Automotive Finance operations.

15. Long-term Debt

The following tables present the composition of our long-term debt portfolio.

| (\$ in millions) | March 31, 2012 | | | December 31, 2011 | | |
|--------------------------|----------------|-----------|-----------|-------------------|-----------|-----------|
| | Unsecured | Secured | Total | Unsecured | Secured | Total |
| Long-term debt | | | | | | |
| Due within one year (a) | \$ 11,438 | \$ 15,139 | \$ 26,577 | \$ 11,664 | \$ 14,521 | \$ 26,185 |
| Due after one year (b) | 31,200 | 35,271 | 66,471 | 30,272 | 35,279 | 65,551 |
| Fair value adjustment | 942 | — | 942 | 1,058 | — | 1,058 |
| Total long-term debt (c) | \$ 43,580 | \$ 50,410 | \$ 93,990 | \$ 42,994 | \$ 49,800 | \$ 92,794 |

(a) Includes \$7.4 billion guaranteed by the Federal Deposit Insurance Corporation (FDIC) under the Temporary Liquidity Guarantee Program (TLGP) at both March 31, 2012, and December 31, 2011.

(b) Includes \$2.6 billion of trust preferred securities at both March 31, 2012, and December 31, 2011.

(c) Includes fair value option-elected secured long-term debt of \$828 million and \$830 million at March 31, 2012, and December 31, 2011, respectively. Refer to Note 21 for additional information.

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The following table presents the scheduled remaining maturity of long-term debt at March 31, 2012, assuming no early redemptions will occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

| Year ended December 31, (\$ in millions) | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 and thereafter | Fair value adjustment | Total |
|--|-----------|-----------|-----------|----------|----------|---------------------|-----------------------|-----------|
| Unsecured | | | | | | | | |
| Long-term debt | \$ 11,219 | \$ 2,681 | \$ 5,787 | \$ 3,641 | \$ 1,469 | \$ 19,934 | \$ 942 | \$ 45,673 |
| Original issue discount | (240) | (265) | (192) | (60) | (64) | (1,272) | — | (2,093) |
| Total unsecured | 10,979 | 2,416 | 5,595 | 3,581 | 1,405 | 18,662 | 942 | 43,580 |
| Secured | | | | | | | | |
| Long-term debt | 10,369 | 16,972 | 11,910 | 6,334 | 1,688 | 2,918 | — | 50,191 |
| Troubled debt restructuring concession (a) | 78 | 82 | 46 | 13 | — | — | — | 219 |
| Total secured | 10,447 | 17,054 | 11,956 | 6,347 | 1,688 | 2,918 | — | 50,410 |
| Total long-term debt | \$ 21,426 | \$ 19,470 | \$ 17,551 | \$ 9,928 | \$ 3,093 | \$ 21,580 | \$ 942 | \$ 93,990 |

(a) In the second quarter of 2008, ResCap executed an exchange offer that resulted in a concession being recognized as an adjustment to the carrying value of certain secured notes. This concession is being amortized over the life of the notes through a reduction to interest expense using an effective yield methodology.

The following table presents the scheduled remaining maturity of long-term debt held by ResCap at March 31, 2012, assuming no early redemptions will occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

| Year ended December 31, (\$ in millions) | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 and thereafter | Fair value adjustment | Total |
|--|--------|----------|--------|--------|------|---------------------|-----------------------|----------|
| ResCap | | | | | | | | |
| Unsecured debt | | | | | | | | |
| Long-term debt | \$ 351 | \$ 532 | \$ 102 | \$ 114 | \$ — | \$ — | \$ 14 | \$ 1,113 |
| Secured debt | | | | | | | | |
| Long-term debt | 3 | 707 | 759 | 707 | — | 1,631 | — | 3,807 |
| Troubled debt restructuring concession (a) | 78 | 82 | 46 | 13 | — | — | — | 219 |
| Total secured debt | 81 | 789 | 805 | 720 | — | 1,631 | — | 4,026 |
| ResCap — Total long-term debt | \$ 432 | \$ 1,321 | \$ 907 | \$ 834 | \$ — | \$ 1,631 | \$ 14 | \$ 5,139 |

(a) In the second quarter of 2008, ResCap executed an exchange offer that resulted in a concession being recognized as an adjustment to the carrying value of certain secured notes. This concession is being amortized over the life of the notes through a reduction to interest expense using an effective yield methodology.

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The following summarizes assets restricted as collateral for the payment of the related debt obligation primarily arising from securitization transactions accounted for as secured borrowings and repurchase agreements.

| (\$ in millions) | March 31, 2012 | | December 31, 2011 | |
|---|----------------|---------------|-------------------|---------------|
| | Total | Ally Bank (a) | Total | Ally Bank (a) |
| Trading securities | \$ 26 | \$ — | \$ 27 | \$ — |
| Investment securities | 1,106 | 1,106 | 780 | 780 |
| Loans held-for-sale | 412 | — | 805 | — |
| Mortgage assets held-for-investment and lending receivables | 11,662 | 10,680 | 12,197 | 11,188 |
| Consumer automobile finance receivables | 33,429 | 18,195 | 33,888 | 17,320 |
| Commercial automobile finance receivables | 21,610 | 15,810 | 20,355 | 14,881 |
| Investment in operating leases, net | 4,964 | 395 | 4,555 | 431 |
| Mortgage servicing rights | 1,981 | 1,340 | 1,920 | 1,286 |
| Other assets | 4,063 | 1,973 | 3,973 | 1,816 |
| Total assets restricted as collateral (b) | \$ 79,253 | \$ 49,499 | \$ 78,500 | \$ 47,702 |
| Secured debt (c) | \$ 52,627 | \$ 27,694 | \$ 52,965 | \$ 25,533 |

(a) Ally Bank is a component of the total column.

(b) Ally Bank has an advance agreement with the Federal Home Loan Bank of Pittsburgh (FHLB) and access to the Federal Reserve Bank Discount Window. Ally Bank had assets pledged and restricted as collateral to the FHLB and Federal Reserve Bank totaling \$11.3 billion and \$11.8 billion at March 31, 2012, and December 31, 2011, respectively. These assets were composed of consumer and commercial mortgage finance receivables and loans, net; consumer automobile finance receivables and loans, net; and investment securities. Under the agreement with the FHLB, Ally Bank also had assets pledged as collateral under a blanket-lien totaling \$7.9 billion and \$7.3 billion at March 31, 2012, and December 31, 2011, respectively. These assets were primarily composed of mortgage servicing rights; consumer and commercial mortgage finance receivables and loans, net; and other assets. Availability under these programs is generally only for the operations of Ally Bank and cannot be used to fund the operations or liabilities of Ally or its subsidiaries.

(c) Includes \$2.2 billion and \$3.2 billion of short-term borrowings at March 31, 2012, and December 31, 2011, respectively.

Trust Preferred Securities

On December 30, 2009, we entered into a Securities Purchase and Exchange Agreement with U.S. Department of Treasury (Treasury) and GMAC Capital Trust I, a Delaware statutory trust (the Trust), which is a finance subsidiary that is wholly owned by Ally. As part of the agreement, the Trust sold to Treasury 2,540,000 trust preferred securities (TRUPS) issued by the Trust with an aggregate liquidation preference of \$2.5 billion. Additionally, we issued and sold to Treasury a ten-year warrant to purchase up to 127,000 additional TRUPS with an aggregate liquidation preference of \$127 million, at an initial exercise price of \$0.01 per security, which Treasury immediately exercised in full.

On March 1, 2011, the Declaration of Trust and certain other documents related to the TRUPS were amended and all the outstanding TRUPS held by Treasury were designated 8.125% Fixed Rate / Floating Rate Trust Preferred Securities, Series (Series 2 TRUPS). On March 7, 2011, Treasury sold 100% of the Series 2 TRUPS in an offering registered with the SEC. Ally did not receive any proceeds from the sale.

Each Series 2 TRUPS security has a liquidation amount of \$25. Distributions are cumulative and are payable until redemption at the applicable coupon rate. Distributions are payable at an annual rate of 8.125% payable quarterly in arrears, beginning August 15, 2011, to but excluding February 15, 2016. From and including February 15, 2016, to but excluding February 15, 2040, distributions will be payable at an annual rate equal to three-month London interbank offer rate plus 5.785% payable quarterly in arrears, beginning May 15, 2016. Ally has the right to defer payments of interest for a period not exceeding 20 consecutive quarters. The Series 2 TRUPS have no stated maturity date, but must be redeemed upon the redemption or maturity of the related debentures (Debentures), which mature on February 15, 2040. The Series 2 TRUPS are generally nonvoting, other than with respect to certain limited matters. During any period in which any Series 2 TRUPS remain outstanding but in which distributions on the Series 2 TRUPS have not been fully paid, none of Ally or its subsidiaries will be permitted to (i) declare or pay dividends on, make any distributions with respect to, or redeem, purchase, acquire or otherwise make a liquidation payment with respect to, any of Ally's capital stock or make any guarantee payment with respect thereto; or (ii) make any payments of principal, interest, or premium on, or repay, repurchase or redeem, any debt securities or guarantees that rank on a parity with or junior in interest to the Debentures with certain specified exceptions in each case.

Funding Facilities

We utilize both committed and uncommitted credit facilities. The financial institutions providing the uncommitted facilities are not contractually obligated to advance funds under them. The amounts outstanding under our various funding facilities are included on our Condensed Consolidated Balance Sheet.

As of March 31, 2012, Ally Bank had exclusive access to \$9.5 billion of funding capacity from committed credit facilities. Ally Bank also has access to a \$3.9 billion committed facility that is shared with the parent company. Funding programs supported by the Federal Reserve and the FHLB, together with repurchase agreements, complement Ally Bank's private committed facilities.

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The total capacity in our committed funding facilities is provided by banks and other financial institutions through private transactions. The committed secured funding facilities can be revolving in nature and allow for additional funding during the commitment period, or they can be amortizing and do not allow for any further funding after the closing date. At March 31, 2012, \$32.5 billion of our \$42.9 billion of committed capacity was revolving. Our revolving facilities generally have an original tenor ranging from 364 days to two years. As of March 31, 2012, we had \$18.2 billion of committed funding capacity from revolving facilities with a remaining tenor greater than 364 days.

Committed Funding Facilities

| | Outstanding | | Unused capacity (a) | | Total capacity | |
|-----------------------------------|--------------------------|--------------------------|----------------------------|--------------------------|--------------------------|--------------------------|
| <i>(\$ in billions)</i> | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 |
| Bank funding | | | | | | |
| Secured | \$ 4.7 | \$ 5.8 | \$ 4.8 | \$ 3.7 | \$ 9.5 | \$ 9.5 |
| Nonbank funding | | | | | | |
| Unsecured | | | | | | |
| Automotive Finance operations | 0.5 | 0.3 | 0.4 | 0.5 | 0.9 | 0.8 |
| Secured | | | | | | |
| Automotive Finance operations (b) | 13.9 | 14.3 | 13.6 | 13.2 | 27.5 | 27.5 |
| Mortgage operations | 0.9 | 0.7 | 0.2 | 0.5 | 1.1 | 1.2 |
| Total nonbank funding | 15.3 | 15.3 | 14.2 | 14.2 | 29.5 | 29.5 |
| Shared capacity (c) | 0.1 | 1.6 | 3.8 | 2.5 | 3.9 | 4.1 |
| Total committed facilities | \$ 20.1 | \$ 22.7 | \$ 22.8 | \$ 20.4 | \$ 42.9 | \$ 43.1 |

- (a) Funding from committed secured facilities is available on request in the event excess collateral resides in certain facilities or is available to the extent incremental collateral is available and contributed to the facilities.
- (b) Total unused capacity includes \$4.0 billion as of March 31, 2012, and \$4.9 billion as of December 31, 2011, from certain committed funding arrangements that are generally reliant upon the origination of future automotive receivables and that are available in 2012 and 2013.
- (c) Funding is generally available for assets originated by Ally Bank or the parent company, Ally Financial Inc.

Uncommitted Funding Facilities

| | Outstanding | | Unused capacity | | Total capacity | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <i>(\$ in billions)</i> | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 |
| Bank funding | | | | | | |
| Secured | | | | | | |
| Federal Reserve funding programs | \$ — | \$ — | \$ 2.9 | \$ 3.2 | \$ 2.9 | \$ 3.2 |
| FHLB advances | 5.0 | 5.4 | 0.3 | — | 5.3 | 5.4 |
| Repurchase agreements | 0.6 | — | — | — | 0.6 | — |
| Total bank funding | 5.6 | 5.4 | 3.2 | 3.2 | 8.8 | 8.6 |
| Nonbank funding | | | | | | |
| Unsecured | | | | | | |
| Automotive Finance operations | 2.2 | 1.9 | 0.4 | 0.5 | 2.6 | 2.4 |
| Secured | | | | | | |
| Automotive Finance operations | 0.1 | 0.1 | 0.1 | 0.1 | 0.2 | 0.2 |
| Mortgage operations | — | — | — | 0.1 | — | 0.1 |
| Total nonbank funding | 2.3 | 2.0 | 0.5 | 0.7 | 2.8 | 2.7 |
| Total uncommitted facilities | \$ 7.9 | \$ 7.4 | \$ 3.7 | \$ 3.9 | \$ 11.6 | \$ 11.3 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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16. Equity

The following table summarizes information about our Series F-2, Series A, and Series G preferred stock.

| | March 31, 2012 | December 31, 2011 |
|--|-------------------------------|-------------------------------|
| Mandatorily convertible preferred stock held by U.S. Department of Treasury | | |
| Series F-2 preferred stock (a) | | |
| Carrying value (\$ in millions) | \$ 5,685 | \$ 5,685 |
| Par value (per share) | \$ 0.01 | \$ 0.01 |
| Liquidation preference (per share) | \$ 50 | \$ 50 |
| Number of shares authorized | 228,750,000 | 228,750,000 |
| Number of shares issued and outstanding | 118,750,000 | 118,750,000 |
| Dividend/coupon | Fixed 9% | Fixed 9% |
| Redemption/call feature | Perpetual (b) | Perpetual (b) |
| Preferred stock | | |
| Series A preferred stock | | |
| Carrying value (\$ in millions) | \$ 1,021 | \$ 1,021 |
| Par value (per share) | \$ 0.01 | \$ 0.01 |
| Liquidation preference (per share) | \$ 25 | \$ 25 |
| Number of shares authorized | 160,870,560 | 160,870,560 |
| Number of shares issued and outstanding | 40,870,560 | 40,870,560 |
| Dividend/coupon | | |
| Prior to May 15, 2016 | 8.5% | 8.5% |
| On and after May 15, 2016 | three month LIBOR + 6.243% | three month LIBOR + 6.243% |
| Redemption/call feature | Perpetual (c) | Perpetual (c) |
| Series G preferred stock (d) | | |
| Carrying value (\$ in millions) | \$ 234 | \$ 234 |
| Par value (per share) | \$ 0.01 | \$ 0.01 |
| Liquidation preference (per share) | \$ 1,000 | \$ 1,000 |
| Number of shares authorized | 2,576,601 | 2,576,601 |
| Number of shares issued and outstanding | 2,576,601 | 2,576,601 |
| Dividend/coupon | Fixed 7% | Fixed 7% |
| Redemption/call feature | Perpetual (e) | Perpetual (e) |

(a) Mandatorily convertible to common equity on December 30, 2016.

(b) Convertible prior to mandatory conversion date with consent of Treasury.

(c) Nonredeemable prior to May 15, 2016.

(d) Pursuant to a registration rights agreement, we are required to maintain an effective shelf registration statement. In the event we fail to meet this obligation, we may be required to pay additional interest to the holders of the Series G Preferred Stock.

(e) Redeemable beginning at December 31, 2011.

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17. Earnings per Common Share

The following table presents the calculation of basic and diluted earnings per common share.

| | Three months ended March 31, | |
|---|------------------------------|------------------|
| | 2012 | 2011 |
| <i>(\$ in millions except per share data)</i> | | |
| Net income from continuing operations | \$ 302 | \$ 169 |
| Preferred stock dividends — U.S. Department of Treasury | (134) | (134) |
| Preferred stock dividends | (67) | (69) |
| Impact of preferred stock amendment | — | 32 |
| Net income (loss) from continuing operations attributable to common shareholders (a) | 101 | (2) |
| Income (loss) from discontinued operations, net of tax | 8 | (23) |
| Net income (loss) attributable to common shareholders | \$ 109 | \$ (25) |
| Basic weighted-average common shares outstanding | 1,330,970 | 1,330,970 |
| Diluted weighted-average common shares outstanding (a) | 1,330,970 | 1,330,970 |
| Basic earnings per common share | | |
| Net income (loss) from continuing operations | \$ 76 | \$ (2) |
| Income (loss) from discontinued operations, net of tax | 6 | (17) |
| Net income (loss) | \$ 82 | \$ (19) |
| Diluted earnings per common share (a) | | |
| Net income (loss) from continuing operations | \$ 76 | \$ (2) |
| Income (loss) from discontinued operations, net of tax | 6 | (17) |
| Net income (loss) | \$ 82 | \$ (19) |

(a) Due to the antidilutive effect of converting the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares and the net income (loss) attributable to common shareholders for the three months ended March 31, 2012, and 2011, income (loss) attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

The effects of converting the outstanding Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares are not included in the diluted earnings per share calculation for the three months ended March 31, 2012 and 2011, as the effects would be antidilutive for those periods. As such, 574 thousand of potential common shares were excluded from the diluted earnings per share calculation for the three months ended March 31, 2012, and 2011, respectively.

18. Regulatory Capital

As a bank holding company, we and our wholly owned state-chartered banking subsidiary, Ally Bank, are subject to risk-based capital and leverage guidelines issued by federal and state banking regulators that require that our capital-to-assets ratios meet certain minimum standards. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary action by regulators that, if undertaken, could have a direct material effect on the consolidated financial statements or the results of operations and financial condition of Ally and Ally Bank. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets and certain off-balance sheet items. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

The risk-based capital ratios are determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories with higher levels of capital being required for the categories that present greater risk. Under the guidelines, total capital is divided into two tiers: Tier 1 capital and Tier 2 capital. Tier 1 capital generally consists of common equity, minority interests, qualifying noncumulative preferred stock, and the fixed rate cumulative preferred stock sold to Treasury under the Troubled Asset Relief Program (TARP), less goodwill and other adjustments. Tier 2 capital generally consists of perpetual preferred stock not qualifying as Tier 1 capital, limited amounts of subordinated debt and the allowance for loan losses, and other adjustments. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital.

Total risk-based capital is the sum of Tier 1 and Tier 2 capital. Under the guidelines, banking organizations are required to maintain a minimum Total risk-based capital ratio (Total capital to risk-weighted assets) of 8% and a Tier 1 risk-based capital ratio (Tier 1 capital to risk-weighted assets) of 4%.

The federal banking regulators also have established minimum leverage ratio guidelines. The leverage ratio is defined as Tier 1 capital divided by adjusted quarterly average total assets (which reflect adjustments for disallowed goodwill and certain intangible assets). The minimum Tier 1 leverage ratio is 3% or 4% depending on factors specified in the regulations.

A banking institution meets the regulatory definition of “well-capitalized” when its Total risk-based capital ratio equals or exceeds 10%

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and its Tier 1 risk-based capital ratio equals or exceeds 6%; and for insured depository institutions, when its leverage ratio equals or exceeds 5%, unless subject to a regulatory directive to maintain higher capital levels.

The banking regulators have also developed a measure of capital called “Tier 1 common” defined as Tier 1 capital less noncommon elements, including qualifying perpetual preferred stock, minority interest in subsidiaries, trust preferred securities, and mandatory convertible preferred securities. Tier 1 common is used by banking regulators, investors and analysts to assess and compare the quality and composition of Ally's capital with the capital of other financial services companies. Also, bank holding companies with assets of \$50 billion or more, such as Ally, must develop and maintain a capital plan annually, and among other elements, the capital plan must include a discussion of how we will maintain a pro forma Tier 1 common ratio (Tier 1 common to risk-weighted assets) above 5% under expected conditions and certain stressed scenarios.

On October 29, 2010, Ally, IB Finance Holding Company, LLC, Ally Bank, and the FDIC entered into a Capital and Liquidity Maintenance Agreement (CLMA). The CLMA requires capital at Ally Bank to be maintained at a level such that Ally Bank's leverage ratio is at least 15%. For this purpose, the leverage ratio is determined in accordance with the FDIC's regulations related to capital maintenance.

The following table summarizes our capital ratios.

| | March 31, 2012 | | December 31, 2011 | | Required minimum | Well-capitalized minimum |
|--|----------------|--------|-------------------|--------|------------------|--------------------------|
| (\$ in millions) | Amount | Ratio | Amount | Ratio | | |
| Risk-based capital | | | | | | |
| Tier 1 (to risk-weighted assets) | | | | | | |
| Ally Financial Inc. | \$ 21,398 | 13.50% | \$ 21,158 | 13.71% | 4.00% | 6.00% |
| Ally Bank | 13,189 | 16.90 | 12,953 | 17.42 | 4.00 | 6.00 |
| Total (to risk-weighted assets) | | | | | | |
| Ally Financial Inc. | \$ 23,026 | 14.53% | \$ 22,755 | 14.75% | 8.00% | 10.00% |
| Ally Bank | 13,921 | 17.84 | 13,675 | 18.40 | 8.00 | 10.00 |
| Tier 1 leverage (to adjusted quarterly average assets) (a) | | | | | | |
| Ally Financial Inc. | \$ 21,398 | 11.65% | \$ 21,158 | 11.50% | 3.00–4.00% | (b) |
| Ally Bank | 13,189 | 15.61 | 12,953 | 15.50 | 15.00 | (c) 5.00% |
| Tier 1 common (to risk-weighted assets) | | | | | | |
| Ally Financial Inc. | \$ 11,916 | 7.52% | \$ 11,676 | 7.57% | n/a | n/a |
| Ally Bank | n/a | n/a | n/a | n/a | n/a | n/a |

n/a = not applicable

(a) Federal regulatory reporting guidelines require the calculation of adjusted quarterly average assets using a daily average methodology.

(b) There is no Tier 1 leverage component in the definition of a well-capitalized bank holding company.

(c) Ally Bank, in accordance with the CLMA, is required to maintain a Tier 1 leverage ratio of at least 15%.

At March 31, 2012, Ally and Ally Bank were “well-capitalized” and met all capital requirements to which each was subject.

19. Derivative Instruments and Hedging Activities

We enter into interest rate and foreign-currency swaps, futures, forwards, options, and swaptions in connection with our market risk management activities. Derivative instruments are used to manage interest rate risk relating to specific groups of assets and liabilities, including investment securities, MSRs, debt, and deposits. In addition, we use foreign exchange contracts to mitigate foreign-currency risk associated with foreign-currency-denominated investment securities, foreign-currency-denominated debt, foreign exchange transactions, and our net investment in foreign subsidiaries. Our primary objective for utilizing derivative financial instruments is to manage market risk volatility associated with interest rate and foreign-currency risks related to the assets and liabilities.

Interest Rate Risk

We execute interest rate swaps to modify our exposure to interest rate risk by converting certain fixed-rate instruments to a variable-rate and certain variable-rate instruments to a fixed rate. We monitor our mix of fixed- and variable-rate debt in relation to the rate profile of our assets. When it is cost effective to do so, we may enter into interest rate swaps to achieve our desired mix of fixed- and variable-rate debt. Derivatives qualifying for hedge accounting consist of fixed-rate debt obligations in which receive-fixed swaps are designated as hedges of specific fixed-rate debt obligations. Other derivatives qualifying for hedge accounting consist of an existing variable-rate liability in which pay fixed swaps are designated as hedges of the expected future cash flows in the form of interest payments on the outstanding borrowing associated with Ally Bank's secured floating-rate credit facility.

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We enter into economic hedges to mitigate exposure for the following categories.

- **MSRs and retained interests** — Our MSRs and retained interest portfolios are generally subject to loss in value when mortgage rates decline. Declining mortgage rates generally result in an increase in refinancing activity that increases prepayments and results in a decline in the value of MSRs and retained interests. To mitigate the impact of this risk, we maintain a portfolio of financial instruments, primarily derivative instruments that increase in value when interest rates decline. The primary objective is to minimize the overall risk of loss in the value of MSRs and retained interests due to the change in fair value caused by interest rate changes.

We may use a multitude of derivative instruments to manage the interest rate risk related to MSRs and retained interests. They include, but are not limited to, interest rate futures contracts, call or put options on U.S. Treasuries, swaptions, MBS, futures, U.S. Treasury futures, interest rate swaps, interest rate floors, and interest rate caps. We monitor and actively manage our risk on a daily basis.

- **Mortgage loan commitments and mortgage and automobile loans held-for-sale** — We are exposed to interest rate risk from the time an interest rate lock commitment (IRLC) is made until the time the mortgage loan is sold. Changes in interest rates impact the market price for our loans; as market interest rates decline, the value of existing IRLCs and loans held-for-sale increase and vice versa. Our primary objective in risk management activities related to IRLCs and mortgage loans held-for-sale is to eliminate or greatly reduce any interest rate risk associated with these items.

The primary derivative instrument we use to accomplish the risk management objective for mortgage loans and IRLCs is forward sales of MBS, primarily Fannie Mae or Freddie Mac to-be-announced securities. These instruments typically are entered into at the time the IRLC is made. The value of the forward sales contracts moves in the opposite direction of the value of our IRLCs and mortgage loans held-for-sale. We also use other derivatives, such as interest rate swaps, options, and futures, to economically hedge automobile loans held-for-sale and certain portions of the mortgage portfolio. Nonderivative instruments, such as short positions of U.S. Treasuries, may also be periodically used to economically hedge the mortgage portfolio.

- **Debt** — With the exception of a portion of our fixed-rate debt and a portion of our outstanding floating-rate borrowing associated with Ally Bank's secured floating-rate credit facility, we do not apply hedge accounting to our derivative portfolio held to mitigate interest rate risk associated with our debt portfolio. Typically, the significant terms of the interest rate swaps match the significant terms of the underlying debt resulting in an effective conversion of the rate of the related debt.
- **Other** — We enter into futures, options, and swaptions to economically hedge our net fixed versus variable interest rate exposure. We also enter into equity options to economically hedge our exposure to the equity markets.

Foreign Currency Risk

We enter into derivative financial instrument contracts to mitigate the risk associated with variability in cash flows related to foreign-currency financial instruments. Currency swaps and forwards are used to economically hedge foreign exchange exposure on foreign-currency-denominated debt by converting the funding currency to the same currency of the assets being financed. Similar to our interest rate derivatives, the swaps are generally entered into or traded concurrent with the debt issuance with the terms of the swap matching the terms of the underlying debt.

Our foreign subsidiaries maintain both assets and liabilities in local currencies; these local currencies are generally the subsidiaries' functional currencies for accounting purposes. Foreign-currency exchange-rate gains and losses arise when the assets or liabilities of our subsidiaries are denominated in currencies that differ from its functional currency. In addition, our equity is impacted by the cumulative translation adjustments resulting from the translation of foreign subsidiary results; this impact is reflected in our accumulated other comprehensive income (loss). We enter into foreign-currency forwards and option-based contracts with external counterparties to hedge foreign exchange exposure on our net investments in foreign subsidiaries. In March 2011, we elected to dedesignate all of our existing net investment hedge relationships and changed our method of measuring hedge effectiveness from the spot method to the forward method for new hedge relationships entered into prospectively. For the net investment hedges that were designated under the spot method up until dedesignation date, the hedges were recorded at fair value with changes recorded to accumulated other comprehensive income (loss) with the exception of the spot to forward difference that was recorded to earnings. For current net investment hedges designated under the forward method, the hedges are recorded at fair value with the changes recorded to accumulated other comprehensive income (loss) including the spot to forward difference. The net derivative gain or loss remains in accumulated other comprehensive income (loss) until earnings are impacted by the sale or the liquidation of the associated foreign operation.

We also have a centralized-lending program to manage liquidity for all of our subsidiary businesses. Foreign-currency-denominated loan agreements are executed with our foreign subsidiaries in their local currencies. We evaluate our foreign-currency exposure resulting from intercompany lending and manage our currency risk exposure by entering into foreign-currency derivatives with external counterparties. Our foreign-currency derivatives are recorded at fair value with changes recorded as income offsetting the gains and losses on the associated foreign-currency transactions.

We also periodically purchase nonfunctional currency denominated investment securities and enter into foreign currency forward contracts with external counterparties to hedge against changes in the fair value of the securities, through maturity, due to changes in the related foreign-currency exchange rate. The foreign-currency forward contracts are recorded at fair value with changes recorded to earnings.

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The changes in value of the securities due to changes in foreign-currency exchange rates are also recorded to earnings. In the case of securities classified as available-for-sale, any changes in fair value due to unhedged risks are recorded to accumulated other comprehensive income.

Except for our net investment hedges and fair value foreign currency hedges of available-for-sale securities, we generally have not elected to treat any foreign-currency derivatives as hedges for accounting purposes principally because the changes in the fair values of the foreign-currency swaps are substantially offset by the foreign-currency revaluation gains and losses of the underlying assets and liabilities.

Credit Risk

Derivative financial instruments contain an element of credit risk if counterparties are unable to meet the terms of the agreements. Credit risk associated with derivative financial instruments is measured as the net replacement cost should the counterparties that owe us under the contract completely fail to perform under the terms of those contracts, assuming no recoveries of underlying collateral as measured by the market value of the derivative financial instrument.

To mitigate the risk of counterparty default, we maintain collateral agreements with certain counterparties. The agreements require both parties to maintain collateral in the event the fair values of the derivative financial instruments meet established thresholds. In the event that either party defaults on the obligation, the secured party may seize the collateral. Generally, our collateral arrangements are bilateral such that we and the counterparty post collateral for the value of our total obligation to each other. Contractual terms provide for standard and customary exchange of collateral based on changes in the market value of the outstanding derivatives. The securing party posts additional collateral when their obligation rises or removes collateral when it falls. We also have unilateral collateral agreements whereby we are the only entity required to post collateral.

Certain derivative instruments contain provisions that require us to either post additional collateral or immediately settle any outstanding liability balances upon the occurrence of a specified credit risk-related event. If a credit risk-related event had been triggered the amount of additional collateral required to be posted by us would have been insignificant.

We placed cash and securities collateral totaling \$1.4 billion and \$1.4 billion at March 31, 2012, and December 31, 2011, respectively, in accounts maintained by counterparties. We received cash collateral from counterparties totaling \$1.0 billion and \$1.4 billion at March 31, 2012, and December 31, 2011, respectively. The receivables for collateral placed and the payables for collateral received are included on our Condensed Consolidated Balance Sheet in other assets and accrued expenses and other liabilities, respectively. In certain circumstances, we receive or post securities as collateral with counterparties. We do not record such collateral received on our Condensed Consolidated Balance Sheet unless certain conditions are met. At March 31, 2012, we did not receive any noncash collateral. At December 31, 2011, we received noncash collateral of \$43 million.

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Balance Sheet Presentation

The following table summarizes the fair value amounts of derivative instruments reported on our Condensed Consolidated Balance Sheet. The fair value amounts are presented on a gross basis, are segregated by derivatives that are designated and qualifying as hedging instruments or those that are not, and are further segregated by type of contract within those two categories. At March 31, 2012, \$4.2 billion and \$12 million of the derivative contracts in a receivable position were classified as other assets and trading assets, respectively, on the Condensed Consolidated Balance Sheet. At December 31, 2011, \$5.7 billion and \$14 million of the derivative contracts in a receivable position were classified as other assets and trading assets, respectively, on the Condensed Consolidated Balance Sheet. During the normal course of business, our broker-dealer enters into forward purchases and sales, which are classified as trading derivatives. Refer to Note 5 for our trading assets. At March 31, 2012, \$4.2 billion of derivative contracts in a liability position and \$10 million of trading derivatives were both classified as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet. At December 31, 2011, \$5.4 billion of derivative contracts in a liability position and \$12 million of trading derivatives were both classified as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet.

| | March 31, 2012 | | | December 31, 2011 | | |
|--|---------------------------|----------------------|-----------------|---------------------------|----------------------|-----------------|
| | Derivative contracts in a | | Notional amount | Derivative contracts in a | | Notional amount |
| (\$ in millions) | receivable position (a) | payable position (b) | | receivable position (a) | payable position (b) | |
| Derivatives qualifying for hedge accounting | | | | | | |
| Interest rate risk | | | | | | |
| Fair value accounting hedges | \$ 207 | \$ 15 | \$ 7,585 | \$ 289 | \$ 4 | \$ 8,398 |
| Cash flow accounting hedges | — | 8 | 3,000 | 4 | — | 3,000 |
| Total interest rate risk | 207 | 23 | 10,585 | 293 | 4 | 11,398 |
| Foreign exchange risk | | | | | | |
| Net investment accounting hedges | 17 | 112 | 6,891 | 123 | 54 | 8,208 |
| Total derivatives qualifying for hedge accounting | 224 | 135 | 17,476 | 416 | 58 | 19,606 |
| Economic hedges and trading derivatives | | | | | | |
| Interest rate risk | | | | | | |
| MSRs and retained interests | 3,554 | 3,893 | 417,273 | 4,812 | 5,012 | 523,037 |
| Mortgage loan commitments and mortgage loans held-for-sale | 65 | 12 | 14,303 | 95 | 107 | 24,950 |
| Debt | 85 | 49 | 20,475 | 81 | 54 | 25,934 |
| Other | 182 | 100 | 49,720 | 160 | 101 | 42,142 |
| Total interest rate risk | 3,886 | 4,054 | 501,771 | 5,148 | 5,274 | 616,063 |
| Foreign exchange risk | 77 | 41 | 8,077 | 137 | 47 | 7,569 |
| Total economic hedges and trading derivatives | 3,963 | 4,095 | 509,848 | 5,285 | 5,321 | 623,632 |
| Total derivatives | \$ 4,187 | \$ 4,230 | \$ 527,324 | \$ 5,701 | \$ 5,379 | \$ 643,238 |

(a) Includes accrued interest of \$378 million and \$459 million at March 31, 2012, and December 31, 2011, respectively.

(b) Includes accrued interest of \$366 million and \$458 million at March 31, 2012, and December 31, 2011, respectively.

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Statement of Comprehensive Income Presentation

The following table summarizes the location and amounts of gains and losses on derivative instruments reported in our Condensed Consolidated Statement of Comprehensive Income.

| (\$ in millions) | Three months ended March 31, | |
|---|------------------------------|----------|
| | 2012 | 2011 |
| Derivatives qualifying for hedge accounting | | |
| Loss recognized in earnings on derivatives (a) | | |
| Interest rate contracts | | |
| Interest on long-term debt | \$ (71) | \$ (148) |
| Gain recognized in earnings on hedged items (b) | | |
| Interest rate contracts | | |
| Interest on long-term debt | 52 | 145 |
| Total derivatives qualifying for hedge accounting | (19) | (3) |
| Economic and trading derivatives | | |
| (Loss) gain recognized in earnings on derivatives | | |
| Interest rate contracts | | |
| Interest on long-term debt | (2) | — |
| Servicing asset valuation and hedge activities, net | 8 | (204) |
| Loss on mortgage and automotive loans, net | (57) | (39) |
| Other income, net of losses | 16 | 7 |
| Other operating expenses | — | 4 |
| Total interest rate contracts | (35) | (232) |
| Foreign exchange contracts (c) | | |
| Interest on long-term debt | (11) | 13 |
| Other income, net of losses | (25) | (104) |
| Other operating expenses | 6 | — |
| Total foreign exchange contracts | (30) | (91) |
| Loss recognized in earnings on derivatives | \$ (84) | \$ (326) |

- (a) Amounts exclude gains related to interest for qualifying accounting hedges of debt, which are primarily offset by the fixed coupon payment on the long-term debt. The gains were \$29 million and \$88 million for the three months ended March 31, 2012 and 2011, respectively.
- (b) Amounts exclude gains related to amortization of deferred basis adjustments on the hedged items. The gains were \$63 million for both the three months ended March 31, 2012 and 2011.
- (c) Amounts exclude gains and losses related to the revaluation of the related foreign-denominated debt or receivable. Gains of \$29 million and \$90 million were recognized for the three months ended March 31, 2012 and 2011, respectively.

The following table summarizes derivative instruments used in cash flow and net investment hedge accounting relationships.

| (\$ in millions) | Three months ended March 31, | |
|---|------------------------------|--------|
| | 2012 | 2011 |
| Cash flow hedges | | |
| Interest rate contracts | | |
| Loss recorded directly to interest on long-term debt | \$ (5) | \$ — |
| Loss recognized in other comprehensive income | (3) | — |
| Net investment hedges | | |
| Foreign exchange contracts | | |
| Loss recorded directly to other income, net of losses (a) | \$ — | \$ (3) |
| Loss recognized in other comprehensive income (b) | (203) | (148) |

- (a) The amounts represent the forward points excluded from the assessment of hedge effectiveness.
- (b) The amounts represent the effective portion of net investment hedges. There are offsetting amounts recognized in accumulated other comprehensive income related to the revaluation of the related net investment in foreign operations. There were offsetting gains of \$300 million and \$145 million for three months ended March 31, 2012 and 2011, respectively.

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20. Income Taxes

For the three months ended March 31, 2012, the income tax expense of \$64 million resulted primarily from tax expense attributable to profitable foreign entities. The effective tax rate is lower than the blended worldwide statutory tax rate primarily because the tax effects of income earned in the United States and certain foreign jurisdictions have been offset by loss carryforwards for which a tax benefit has not previously been recognized.

For the three months ended March 31, 2011, the income tax benefit of \$70 million resulted primarily from the \$101 million reversal of valuation allowance on net deferred tax assets in one of our Canadian subsidiaries offset partially by tax expense attributable to profitable foreign entities. The valuation allowance reversal related to modifications to the structure of our Canadian operations.

A sustained period of profitability in our U.S. operations is required before we would change our judgment regarding the need for a full valuation allowance against our net U.S. deferred tax assets. Continued improvement in our U.S. operating results throughout 2012 could lead to the reversal of a portion of our U.S. valuation allowance.

21. Fair Value**Fair Value Measurements**

For purposes of this disclosure, fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (exit price) in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. Fair value is based on the assumptions market participants would use when pricing an asset or liability. Additionally, entities are required to consider all aspects of nonperformance risk, including the entity's own credit standing, when measuring the fair value of a liability.

GAAP specifies a three-level hierarchy that is used when measuring and disclosing fair value. The fair value hierarchy gives the highest priority to quoted prices available in active markets (i.e., observable inputs) and the lowest priority to data lacking transparency (i.e., unobservable inputs). An instrument's categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation. The following is a description of the three hierarchy levels.

- | | |
|-----------|---|
| Level 1 | Inputs are quoted prices in active markets for identical assets or liabilities at the measurement date. Additionally, the entity must have the ability to access the active market, and the quoted prices cannot be adjusted by the entity. |
| Level 2 | Inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices in active markets for similar assets or liabilities; quoted prices in inactive markets for identical or similar assets or liabilities; or inputs that are observable or can be corroborated by observable market data by correlation or other means for substantially the full term of the assets or liabilities. |
| Level 3 | Unobservable inputs are supported by little or no market activity. The unobservable inputs represent management's best assumptions of how market participants would price the assets or liabilities. Generally, Level 3 assets and liabilities are valued using pricing models, discounted cash flow methodologies, or similar techniques that require significant judgment or estimation. |
| Transfers | Transfers into or out of any hierarchy level are recognized at the end of the reporting period in which the transfer occurred. There were no transfers between any levels during the three months ended March 31, 2012. |

Following are descriptions of the valuation methodologies used to measure material assets and liabilities at fair value and details of the valuation models, key inputs to those models, and significant assumptions utilized.

- **Trading assets (excluding derivatives)** — Trading assets are recorded at fair value. Our portfolio includes MBS (including senior and subordinated interests) and may be investment-grade, noninvestment grade, or unrated securities. Valuations are primarily based on internally developed discounted cash flow models (an income approach) that use assumptions consistent with current market conditions. The valuation considers recent market transactions, experience with similar securities, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we utilize various significant assumptions including market observable inputs (e.g., forward interest rates) and internally developed inputs (e.g., prepayment speeds, delinquency levels, and credit losses).
- **Available-for-sale securities** — Available-for-sale securities are carried at fair value based on observable market prices, when available. If observable market prices are not available, our valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate and consider recent market transactions, experience with similar securities, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we are required to utilize various significant assumptions including market observable inputs (e.g., forward interest rates) and internally developed inputs (including prepayment speeds, delinquency levels, and credit losses).
- **Mortgage loans held-for-sale, net** — Our mortgage loans held-for-sale are accounted for at either fair value because of fair value option elections or they are accounted for at the lower-of-cost or fair value. Mortgage loans held-for-sale are typically pooled together and sold into certain exit markets depending on underlying attributes of the loan, such as GSE eligibility (domestic only), product type, interest rate, and credit quality. Two valuation methodologies are used to determine the fair value of mortgage loans

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held-for-sale. The methodology used depends on the exit market as described below.

Level 2 mortgage loans — This includes all GSE-eligible mortgage loans carried at fair value due to fair value option election, which are valued predominantly using published forward agency prices. It also includes any domestic loans and foreign loans where recently negotiated market prices for the loan pool exist with a counterparty (which approximates fair value) or quoted market prices for similar loans are available.

Level 3 mortgage loans — This includes all conditional repurchase option loans carried at fair value due to the fair value option election and all GSE-ineligible residential mortgage loans that are accounted for at the lower-of-cost or fair value. The fair value of these residential mortgage loans are determined using internally developed valuation models because observable market prices were not available. The loans are priced on a discounted cash flow basis utilizing cash flow projections from internally developed models that utilize prepayment, default, and discount rate assumptions. To the extent available, we will utilize market observable inputs such as interest rates and market spreads. If market observable inputs are not available, we are required to utilize internal inputs, such as prepayment speeds, credit losses, and discount rates.

Refer to the section within this note titled *Fair Value Option for Financial Assets and Financial Liabilities* for further information about the fair value elections.

- **Consumer mortgage finance receivables and loans, net** — We elected the fair value option for certain consumer mortgage finance receivables and loans. The elected mortgage loans collateralized on-balance sheet securitization debt in which we estimated credit reserves pertaining to securitized assets that could have exceeded or already had exceeded our economic exposure. We also elected the fair value option for all mortgage securitization trusts required to be consolidated due to the adoption of ASU 2009-17. The elected mortgage loans represent a portion of the consumer finance receivable and loans consolidated upon adoption of ASU 2009-17. The balance for which the fair value option was not elected was reported on the balance sheet at the principal amount outstanding, net of charge-offs, allowance for loan losses, and premiums or discounts.

The loans are measured at fair value using a portfolio approach. The objective in fair valuing the loans and related securitization debt is to account properly for our retained economic interest in the securitizations. As a result of reduced liquidity in capital markets, values of both these loans and the securitized bonds are expected to be volatile. Since this approach involves the use of significant unobservable inputs, we classified all the mortgage loans elected under the fair value option as Level 3. Refer to the section within this note titled *Fair Value Option of Financial Assets and Financial Liabilities* for additional information.

- **MSRs** — We typically retain MSRs when we sell assets into the secondary market. MSRs are classified as Level 3 because they currently do not trade in an active market with observable prices; therefore, we use internally developed discounted cash flow models (an income approach) to estimate the fair value. These internal valuation models estimate net cash flows based on internal operating assumptions that we believe would be used by market participants combined with market-based assumptions for loan prepayment rates, interest rates, and discount rates that we believe approximate yields required by investors in this asset. Cash flows primarily include servicing fees, float income, and late fees in each case less operating costs to service the loans. The estimated cash flows are discounted using an option-adjusted spread-derived discount rate.
- **Interests retained in financial asset sales** — The interests retained are in securitization trusts and deferred purchase prices on the sale of whole-loans. Due to inactivity in the market, valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate; therefore, we classified these assets as Level 3. The valuation considers recent market transactions, experience with similar assets, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we utilize various significant assumptions, including market observable inputs (e.g., forward interest rates) and internally developed inputs (e.g., prepayment speeds, delinquency levels, and credit losses).
- **Derivative instruments** — We enter into a variety of derivative financial instruments as part of our risk management strategies. Certain of these derivatives are exchange traded, such as Eurodollar futures. To determine the fair value of these instruments, we utilize the quoted market prices for the particular derivative contracts; therefore, we classified these contracts as Level 1.

We also execute over-the-counter derivative contracts, such as interest rate swaps, swaptions, forwards, caps, floors, and agency to-be-announced securities. We utilize third-party-developed valuation models that are widely accepted in the market to value these over-the-counter derivative contracts. The specific terms of the contract and market observable inputs (such as interest rate forward curves and interpolated volatility assumptions) are used in the model. We classified these over-the-counter derivative contracts as Level 2 because all significant inputs into these models were market observable.

We also hold certain derivative contracts that are structured specifically to meet a particular hedging objective. These derivative contracts often are utilized to hedge risks inherent within certain on-balance sheet securitizations. To hedge risks on particular bond classes or securitization collateral, the derivative's notional amount is often indexed to the hedged item. As a result, we typically are required to use internally developed prepayment assumptions as an input into the model to forecast future notional amounts on these structured derivative contracts. Additionally, we hold some foreign currency derivative contracts that utilize an in-house valuation model to determine the fair value of the contracts. Accordingly, we classified these derivative contracts as Level 3.

We are required to consider all aspects of nonperformance risk, including our own credit standing, when measuring fair value

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of a liability. We reduce credit risk on the majority of our derivatives by entering into legally enforceable agreements that enable the posting and receiving of collateral associated with the fair value of our derivative positions on an ongoing basis. In the event that we do not enter into legally enforceable agreements that enable the posting and receiving of collateral, we will consider our credit risk and the credit risk of our counterparties in the valuation of derivative instruments through a credit valuation adjustment (CVA), if warranted. The CVA calculation utilizes our credit default swap spreads and the spreads of the counterparty.

- ***On-balance sheet securitization debt*** — We elected the fair value option for certain mortgage loans held-for-investment and the related on-balance sheet securitization debt. We value securitization debt that was elected pursuant to the fair value option and any economically retained positions using market observable prices whenever possible. The securitization debt is principally in the form of asset- and MBS collateralized by the underlying mortgage loans held-for-investment. Due to the attributes of the underlying collateral and current market conditions, observable prices for these instruments are typically not available. In these situations, we consider observed transactions as Level 2 inputs in our discounted cash flow models. Additionally, the discounted cash flow models utilize other market observable inputs, such as interest rates, and internally derived inputs including prepayment speeds, credit losses, and discount rates. Fair value option-elected financing securitization debt is classified as Level 3 as a result of the reliance on significant assumptions and estimates for model inputs. Refer to the section within this note titled *Fair Value Option for Financial Assets and Financial Liabilities* for further information about the election. The debt that was not elected under the fair value option is reported on the balance sheet at cost, net of premiums or discounts and issuance costs.

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Recurring Fair Value

The following tables display the assets and liabilities measured at fair value on a recurring basis including financial instruments elected for the fair value option. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The tables below display the hedges separately from the hedged items; therefore, they do not directly display the impact of our risk management activities.

| March 31, 2012 (\$ in millions) | Recurring fair value measurements | | | |
|--|-----------------------------------|------------|----------|------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets | | | | |
| Trading assets (excluding derivatives) | | | | |
| Mortgage-backed residential securities | \$ — | \$ 851 | \$ 32 | \$ 883 |
| Investment securities | | | | |
| Available-for-sale securities | | | | |
| Debt securities | | | | |
| U.S. Treasury and federal agencies | 669 | 775 | — | 1,444 |
| States and political subdivisions | — | 1 | — | 1 |
| Foreign government | 506 | 358 | — | 864 |
| Mortgage-backed residential | — | 6,819 | — | 6,819 |
| Asset-backed | — | 2,644 | 63 | 2,707 |
| Corporate debt securities | — | 1,551 | — | 1,551 |
| Other debt securities | — | 582 | — | 582 |
| Total debt securities | 1,175 | 12,730 | 63 | 13,968 |
| Equity securities (a) | 974 | — | — | 974 |
| Total available-for-sale securities | 2,149 | 12,730 | 63 | 14,942 |
| Mortgage loans held-for-sale, net (b) | — | 1,793 | 30 | 1,823 |
| Consumer mortgage finance receivables and loans, net (b) | — | — | 832 | 832 |
| Mortgage servicing rights | — | — | 2,595 | 2,595 |
| Other assets | | | | |
| Interests retained in financial asset sales | — | — | 194 | 194 |
| Derivative contracts in a receivable position (c) | | | | |
| Interest rate | 37 | 3,997 | 59 | 4,093 |
| Foreign currency | — | 87 | 7 | 94 |
| Total derivative contracts in a receivable position | 37 | 4,084 | 66 | 4,187 |
| Collateral placed with counterparties (d) | 291 | — | — | 291 |
| Total assets | \$ 2,477 | \$ 19,458 | \$ 3,812 | \$ 25,747 |
| Liabilities | | | | |
| Long-term debt | | | | |
| On-balance sheet securitization debt (b) | \$ — | \$ — | \$ (828) | \$ (828) |
| Accrued expenses and other liabilities | | | | |
| Derivative contracts in a payable position (c) | | | | |
| Interest rate | (36) | (4,026) | (15) | (4,077) |
| Foreign currency | — | (151) | (2) | (153) |
| Total derivative contracts in a payable position | (36) | (4,177) | (17) | (4,230) |
| Loan repurchase liabilities (b) | — | — | (30) | (30) |
| Trading liabilities (excluding derivatives) | (4) | — | — | (4) |
| Total liabilities | \$ (40) | \$ (4,177) | \$ (875) | \$ (5,092) |

(a) Our investment in any one industry did not exceed 19%.

(b) Carried at fair value due to fair value option elections.

(c) Includes derivatives classified as trading.

(d) Represents collateral in the form of investment securities. Cash collateral was excluded.

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| December 31, 2011 (\$ in millions) | Recurring fair value measurements | | | |
|--|-----------------------------------|------------|----------|------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets | | | | |
| Trading assets (excluding derivatives) | | | | |
| Mortgage-backed residential securities | \$ — | \$ 575 | \$ 33 | \$ 608 |
| Investment securities | | | | |
| Available-for-sale securities | | | | |
| Debt securities | | | | |
| U.S. Treasury and federal agencies | 903 | 643 | — | 1,546 |
| States and political subdivisions | — | 1 | — | 1 |
| Foreign government | 427 | 357 | — | 784 |
| Mortgage-backed residential | — | 7,312 | — | 7,312 |
| Asset-backed | — | 2,553 | 62 | 2,615 |
| Corporate debt securities | — | 1,491 | — | 1,491 |
| Other debt securities | — | 327 | — | 327 |
| Total debt securities | 1,330 | 12,684 | 62 | 14,076 |
| Equity securities (a) | 1,059 | — | — | 1,059 |
| Total available-for-sale securities | 2,389 | 12,684 | 62 | 15,135 |
| Mortgage loans held-for-sale, net (b) | — | 3,889 | 30 | 3,919 |
| Consumer mortgage finance receivables and loans, net (b) | — | — | 835 | 835 |
| Mortgage servicing rights | — | — | 2,519 | 2,519 |
| Other assets | | | | |
| Interests retained in financial asset sales | — | — | 231 | 231 |
| Derivative contracts in a receivable position (c) | | | | |
| Interest rate | 79 | 5,274 | 88 | 5,441 |
| Foreign currency | — | 242 | 18 | 260 |
| Total derivative contracts in a receivable position | 79 | 5,516 | 106 | 5,701 |
| Collateral placed with counterparties (d) | 328 | — | — | 328 |
| Total assets | \$ 2,796 | \$ 22,664 | \$ 3,816 | \$ 29,276 |
| Liabilities | | | | |
| Long-term debt | | | | |
| On-balance sheet securitization debt (b) | \$ — | \$ — | \$ (830) | \$ (830) |
| Accrued expenses and other liabilities | | | | |
| Derivative contracts in a payable position (c) | | | | |
| Interest rate | (32) | (5,229) | (17) | (5,278) |
| Foreign currency | — | (99) | (2) | (101) |
| Total derivative contracts in a payable position | (32) | (5,328) | (19) | (5,379) |
| Loan repurchase liabilities (b) | — | — | (29) | (29) |
| Trading liabilities (excluding derivatives) | (61) | — | — | (61) |
| Total liabilities | \$ (93) | \$ (5,328) | \$ (878) | \$ (6,299) |

(a) Our investment in any one industry did not exceed 18%.

(b) Carried at fair value due to fair value option elections.

(c) Includes derivatives classified as trading.

(d) Represents collateral in the form of investment securities. Cash collateral was excluded.

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The following table presents quantitative information regarding the significant unobservable inputs used in significant Level 3 assets and liabilities measured at fair value on a recurring basis.

| March 31, 2012 (\$ in millions) | Level 3 recurring measurements | Valuation technique | Unobservable input | Range |
|--|--------------------------------|----------------------|-----------------------|-------------|
| Assets | | | | |
| Consumer mortgage finance receivables and loans, net (a) | \$ 832 | Discounted cash flow | Prepayment rate | 2.5-12.9% |
| | | | Default rate | 1.1-34.8% |
| | | | Loss severity | 40.0-100.0% |
| Mortgage servicing rights | 2,595 | (b) | (b) | (b) |
| Other assets | | | | |
| Interests retained in financial asset sales | 194 | Discounted cash flow | Discount rate | 5.2-6.1% |
| | | | Commercial paper rate | 0-0.2% |
| Liabilities | | | | |
| Long-term debt | | | | |
| On-balance sheet securitization debt (a) | \$ (828) | (a) | (a) | (a) |

(a) A portfolio approach links the value of the consumer mortgage finance receivables and loans, net to the on-balance sheet securitization debt; therefore, the valuation technique, unobservable inputs, and related range for the debt is the same as the loans. Increases in prepayments, which would primarily be driven by any combination of lower projected mortgage rates and higher projected home values, would result in higher fair value measurement. These drivers of higher prepayments (increased ability to refinance due to lower rates and higher property values) have an opposite impact on the default rate, creating an inverse relationship between prepayments and default frequency on the fair value measurements. Generally factors that contribute to higher default frequency also contribute to higher loss severity.

(b) Refer to Note 11 for information related to MSR valuation assumptions and sensitivities.

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The following tables present the reconciliation for all Level 3 assets and liabilities measured at fair value on a recurring basis. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The Level 3 items presented below may be hedged by derivatives and other financial instruments that are classified as Level 1 or Level 2. Thus, the following tables do not fully reflect the impact of our risk management activities.

| (\$ in millions) | Level 3 recurring fair value measurements | | | | | | | | | | Fair value at March 31, 2012 | Net unrealized gains (losses) included in earnings still held at March 31, 2012 |
|---|---|-------------------------|---|-----------|-----------|-------------|----------|-------------|--|--|------------------------------------|---|
| | Net realized/unrealized gains (losses) | | | Purchases | Issuances | Settlements | | | | | | |
| | Fair value at Jan. 1, 2012 | included in earnings | included in other comprehensive income | | | | | | | | | |
| Assets | | | | | | | | | | | | |
| Trading assets (excluding derivatives) | | | | | | | | | | | | |
| Mortgage-backed residential securities | \$ 33 | \$ 2 (a) | \$ — | \$ — | \$ — | \$ (3) | \$ 32 | \$ 4 (a) | | | | |
| Investment securities | | | | | | | | | | | | |
| Available-for-sale debt securities | | | | | | | | | | | | |
| Asset-backed | 62 | — | 1 | — | — | — | 63 | — | | | | |
| Mortgage loans held-for-sale, net (b) | 30 | — | — | 9 | — | (9) | 30 | — | | | | |
| Consumer mortgage finance receivables and loans, net (b) | 835 | 87 (b) | — | — | — | (90) | 832 | 35 (b) | | | | |
| Mortgage servicing rights | 2,519 | 1 (c) | — | — | 11 | 64 | 2,595 | 1 (c) | | | | |
| Other assets | | | | | | | | | | | | |
| Interests retained in financial asset sales | 231 | 5 (d) | — | — | — | (42) | 194 | — | | | | |
| Derivative contracts, net (e) | | | | | | | | | | | | |
| Interest rate | 71 | (24) (f) | — | — | — | (3) | 44 | (28) (f) | | | | |
| Foreign currency | 16 | (11) (f) | — | — | — | — | 5 | (11) (f) | | | | |
| Total derivative contracts in a (payable) receivable position, net | 87 | (35) | — | — | — | (3) | 49 | (39) | | | | |
| Total assets | \$ 3,797 | \$ 60 | \$ 1 | \$ 9 | \$ 11 | \$ (83) | \$ 3,795 | \$ 1 | | | | |
| Liabilities | | | | | | | | | | | | |
| Long-term debt | | | | | | | | | | | | |
| On-balance sheet securitization debt (b) | \$ (830) | \$ (83) (b) | \$ — | \$ — | \$ — | \$ 85 | \$ (828) | \$ (39) (b) | | | | |
| Accrued expenses and other liabilities | | | | | | | | | | | | |
| Loan repurchase liabilities (b) | (29) | — | — | (9) | — | 8 | (30) | — | | | | |
| Total liabilities | \$ (859) | \$ (83) | \$ — | (9) | \$ — | 93 | \$ (858) | \$ (39) | | | | |

- (a) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest on trading assets in the Condensed Consolidated Statement of Comprehensive Income.
- (b) Carried at fair value due to fair value option elections. Refer to the next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Comprehensive Income.
- (c) Fair value adjustment was reported as servicing-asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Comprehensive Income.
- (d) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.
- (e) Includes derivatives classified as trading.
- (f) Refer to Note 19 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Comprehensive Income.

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| (\$ in millions) | Level 3 recurring fair value measurements | | | | | | | | | |
|--|---|----------------------|--|-----------|-----------|--|-------------|------------------------------|----------------|--|
| | Net realized/unrealized gains (losses) | | | | | Net unrealized gains (losses) included in earnings still held at | | | | |
| | Fair value at Jan. 1, 2011 | included in earnings | included in other comprehensive income | Purchases | Sales | Issuances | Settlements | Fair value at March 31, 2011 | March 31, 2011 | |
| Assets | | | | | | | | | | |
| Trading assets (excluding derivatives) | | | | | | | | | | |
| Mortgage-backed residential securities | \$ 44 | \$ 1 (a) | \$ — | \$ — | \$ — | \$ — | \$ (5) | \$ 40 | \$ 2 (a) | |
| Asset-backed securities | 94 | — | — | — | (94) | — | — | — | — | |
| Total trading assets | 138 | 1 | — | — | (94) | — | (5) | 40 | 2 | |
| Investment securities | | | | | | | | | | |
| Available-for-sale debt securities | | | | | | | | | | |
| Mortgage-backed residential | 1 | — | — | — | — | — | — | 1 | — | |
| Asset-backed | — | — | 23 | 94 | — | — | — | 117 | — | |
| Total debt securities | 1 | — | 23 | 94 | — | — | — | 118 | — | |
| Mortgage loans held-for-sale, net (b) | 4 | — | — | 14 | — | — | — | 18 | — | |
| Consumer mortgage finance receivables and loans, net (b) | 1,015 | 73 (b) | 1 | — | — | — | (118) | 971 | 16 (b) | |
| Mortgage servicing rights | 3,738 | 116 (c) | — | 2 | (266) (d) | 184 | — | 3,774 | 116 (d) | |
| Other assets | | | | | | | | | | |
| Interests retained in financial asset sales | 568 | 23 (e) | — | — | — | — | (22) | 569 | (6) (e) | |
| Derivative contracts, net (g) | | | | | | | | | | |
| Interest rate | (13) | 141 (f) | — | — | — | — | (17) | 111 | 123 (f) | |
| Foreign currency | — | 2 (f) | — | — | — | — | — | 2 | 2 (f) | |
| Total derivative contracts in a (payable) receivable position, net | (13) | 143 | — | — | — | — | (17) | 113 | 125 | |
| Total assets | \$ 5,451 | \$ 356 | \$ 24 | \$ 110 | \$ (360) | \$ 184 | \$ (162) | \$ 5,603 | \$ 253 | |
| Liabilities | | | | | | | | | | |
| Long-term debt | | | | | | | | | | |
| On-balance sheet securitization debt (b) | \$ (972) | \$ (67) (b) | \$ 1 | \$ — | \$ — | \$ — | \$ 116 | \$ (922) | \$ 5 (b) | |
| Accrued expenses and other liabilities | | | | | | | | | | |
| Loan repurchase liabilities (b) | — | — | — | (14) | — | — | — | (14) | — | |
| Total liabilities | \$ (972) | \$ (67) | \$ 1 | \$ (14) | \$ — | \$ — | \$ 116 | \$ (936) | \$ 5 | |

- (a) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest on trading assets in the Condensed Consolidated Statement of Comprehensive Income.
- (b) Carried at fair value due to fair value option elections. Refer to the next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Comprehensive Income.
- (c) Fair value adjustment was reported as servicing-asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Comprehensive Income.
- (d) Represents excess mortgage servicing rights transferred to an agency-controlled trust in exchange for trading securities. These securities were then sold instantaneously to third-party investors for \$266 million.
- (e) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.
- (f) Refer to Note 19 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Comprehensive Income.

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Nonrecurring Fair Value

We may be required to measure certain assets and liabilities at fair value from time to time. These periodic fair value measures typically result from the application of lower-of-cost or fair value accounting or certain impairment measures. These items would constitute nonrecurring fair value measures.

The following tables display the assets and liabilities measured at fair value on a nonrecurring basis.

| | Nonrecurring fair value measures | | | | Lower-of-cost or fair value or valuation reserve allowance | Total loss included in earnings for the three months ended |
|---|-------------------------------------|---------|---------|--------|---|--|
| March 31, 2012 (\$ in millions) | Level 1 | Level 2 | Level 3 | Total | | |
| Assets | | | | | | |
| Mortgage loans held-for-sale (a) | \$ — | \$ — | \$ 580 | \$ 580 | \$ (57) | n/m (b) |
| Commercial finance receivables and loans, net (c) | | | | | | |
| Automotive | — | — | 122 | 122 | (25) | n/m (b) |
| Mortgage | — | 1 | 15 | 16 | (11) | n/m (b) |
| Other | — | — | 20 | 20 | (10) | n/m (b) |
| Total commercial finance receivables and loans, net | — | 1 | 157 | 158 | (46) | n/m (b) |
| Other assets | | | | | | |
| Reposessed and foreclosed assets (d) | — | 62 | 21 | 83 | (13) | n/m (b) |
| Total assets | \$ — | \$ 63 | \$ 758 | \$ 821 | \$ (116) | |

n/m = not meaningful

- (a) Represents loans held-for-sale that are required to be measured at the lower-of-cost or fair value. The table above includes only loans with fair values below cost during 2012. The related valuation allowance represents the cumulative adjustment to fair value of those specific assets.
- (b) We consider the applicable valuation or loan loss allowance to be the most relevant indicator of the impact on earnings caused by the fair value measurement. Accordingly, the table above excludes total gains and losses included in earnings for these items. The carrying values are inclusive of the respective valuation or loan loss allowance.
- (c) Represents the portion of the portfolio specifically impaired during 2012. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.
- (d) The allowance provided for reposessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.

| | Nonrecurring fair value measures | | | | Lower-of-cost or fair value or valuation reserve allowance | Total gains included in earnings for the three months ended |
|---|-------------------------------------|---------|----------|----------|---|---|
| March 31, 2011 (\$ in millions) | Level 1 | Level 2 | Level 3 | Total | | |
| Assets | | | | | | |
| Mortgage loans held-for-sale (a) | \$ — | \$ — | \$ 597 | \$ 597 | \$ (50) | n/m (b) |
| Commercial finance receivables and loans, net (c) | | | | | | |
| Automotive | — | — | 416 | 416 | (46) | n/m (b) |
| Mortgage | — | 13 | 26 | 39 | (15) | n/m (b) |
| Other | — | — | 93 | 93 | (41) | n/m (b) |
| Total commercial finance receivables and loans, net | — | 13 | 535 | 548 | (102) | n/m (b) |
| Other assets | | | | | | |
| Real estate and other investments (d) | — | 1 | — | 1 | n/m | \$ — |
| Reposessed and foreclosed assets (e) | — | 44 | 37 | 81 | (11) | n/m (b) |
| Total assets | \$ — | \$ 58 | \$ 1,169 | \$ 1,227 | \$ (163) | \$ — |

n/m = not meaningful

- (a) Represents loans held-for-sale that are required to be measured at the lower-of-cost or fair value. The table above includes only loans with fair values below cost during 2011. The related valuation allowance represents the cumulative adjustment to fair value of those specific assets.
- (b) We consider the applicable valuation or loan loss allowance to be the most relevant indicator of the impact on earnings caused by the fair value measurement. Accordingly, the table above excludes total gains and losses included in earnings for these items. The carrying values are inclusive of the respective valuation or loan loss allowance.
- (c) Represents the portion of the portfolio specifically impaired during 2011. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.
- (d) Represents model homes impaired during 2011. The total gain included in earnings represents adjustments to the fair value of the portfolio based on the estimated fair value if the model home is under lease or the estimated value if the model home is marketed for sale.

(e) The allowance provided for repossessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.

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The following table presents quantitative information regarding the significant unobservable inputs used in significant Level 3 assets measured at fair value on a nonrecurring basis.

| March 31, 2012 (\$ in millions) | Level 3 nonrecurring measurements | Valuation technique | Unobservable input | Range/weighted average |
|-----------------------------------|---|----------------------|--------------------|---------------------------|
| Assets | | | | |
| Mortgage loans held-for-sale, net | \$ 580 | Discounted cash flow | Prepayment rate | 0-13.8% |
| | | | Default rate | 2.2-17.4% |
| | | | Loss severity | 47.5-98.5% |
| | | | Discount rate | 14.6% |

Fair Value Option for Financial Assets and Financial Liabilities

A description of the financial assets and liabilities elected to be measured at fair value is as follows. Our intent in electing fair value for all these items was to mitigate a divergence between accounting losses and economic exposure for certain assets and liabilities.

- **On-balance sheet mortgage securitizations** — We elected to measure at fair value certain domestic consumer mortgage finance receivables and loans and the related debt held in on-balance sheet mortgage securitization structures. The fair value-elected loans are classified as finance receivable and loans, net, on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest income on the fair value-elected loans (unless the loans are placed on nonaccrual status); however, the accrued interest was excluded from the fair value presentation. We classified the fair value adjustment recorded for the loans as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.

We continued to record the fair value-elected debt balances as long-term debt on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest expense on the fair value-elected debt, which continues to be classified as interest on long-term debt in the Condensed Consolidated Statement of Comprehensive Income. We classified the fair value adjustment recorded for this fair value-elected debt as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.

- **Conforming and government-insured mortgage loans held-for-sale** — We elected the fair value option for conforming and government-insured mortgage loans held-for-sale funded after July 31, 2009. We elected the fair value option to mitigate earnings volatility by better matching the accounting for the assets with the related hedges.

Excluded from the fair value option were conforming and government-insured loans funded on or prior to July 31, 2009, and those repurchased or rerecognized. The loans funded on or prior to July 31, 2009, were ineligible because the election must be made at the time of funding. Repurchased and rerecognized conforming and government-insured loans were not elected because the election will not mitigate earning volatility. We repurchase or rerecognize loans due to representation and warranty obligations or conditional repurchase options. Typically, we will be unable to resell these assets through regular channels due to characteristics of the assets. Since the fair value of these assets is influenced by factors that cannot be hedged, we did not elect the fair value option.

We carry the fair value-elected conforming and government-insured loans as loans held-for-sale, net, on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest income on the fair value-elected loans (unless they are placed on nonaccrual status); however, the accrued interest was excluded from the fair value presentation. Upfront fees and costs related to the fair value-elected loans were not deferred or capitalized. The fair value adjustment recorded for these loans is classified as gain (loss) on mortgage loans, net, in the Condensed Consolidated Statement of Comprehensive Income. In accordance with GAAP, the fair value option election is irrevocable once the asset is funded even if it is subsequently determined that a particular loan cannot be sold.

- **Nongovernment-eligible mortgage loans held-for-sale subject to conditional repurchase options** — As of January 1, 2011, we elected the fair value option for both nongovernment-eligible mortgage loans held-for-sale subject to conditional repurchase options and the related liability. These conditional repurchase options within our private label securitizations allow us to repurchase a transferred financial asset if certain events outside our control are met. The typical conditional repurchase option is a delinquent loan repurchase option that gives us the option to purchase the loan if it exceeds a certain prespecified delinquency level. We have complete discretion regarding when or if we will exercise these options, but generally we would do so only when it is in our best interest. We record the asset and the corresponding liability on our balance sheet when the option becomes exercisable. The fair value option election must be made at initial recording. As such, the conditional repurchase option assets and liabilities recorded prior to January 1, 2011, were ineligible for the fair value election.

We carry these fair value-elected optional repurchase loan balance as loans held-for-sale, net, on the Condensed Consolidated Balance Sheet. The fair value adjustment recorded for these loans is classified as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income. We carry the fair value-elected corresponding liability as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet. The fair value adjustment recorded for these liabilities are classified as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.

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The following tables summarize the fair value option elections and information regarding the amounts recorded as earnings for each fair value option-elected item.

| | Changes included in the Condensed Consolidated Statement of Comprehensive Income | | | | | | | Change in fair value due to credit risk (c) |
|---|---|---|---|-----------------------------------|-----------------------------------|----------------------------------|--|--|
| | Interest and fees on finance receivables and loans (a) | Interest on loans held-for- sale (a) | Interest on long-term debt (b) | Gain on mortgage loans, net | Other income, net of losses | Total included in earnings | | |
| Three months ended March 31, (\$ in millions) | | | | | | | | |
| 2012 | | | | | | | | |
| Assets | | | | | | | | |
| Mortgage loans held-for-sale, net | \$ — | \$ 26 | \$ — | \$ 184 | \$ — | \$ 210 | | (1) (d) |
| Consumer mortgage finance receivables and loans, net | 44 | — | — | — | 43 | 87 | | (27) (e) |
| Liabilities | | | | | | | | |
| Long-term debt | | | | | | | | |
| On-balance sheet securitization debt | — | — | (26) | — | (57) | (83) | | (7) (f) |
| Total | | | | | | \$ 214 | | |
| 2011 | | | | | | | | |
| Assets | | | | | | | | |
| Mortgage loans held-for-sale, net | \$ — | \$ 41 | \$ — | \$ 142 | \$ — | \$ 183 | | — (d) |
| Consumer mortgage finance receivables and loans, net | 54 | — | — | — | 19 | 73 | | (17) (e) |
| Liabilities | | | | | | | | |
| Long-term debt | | | | | | | | |
| On-balance sheet securitization debt | — | — | (31) | — | (36) | (67) | | 27 (f) |
| Total | | | | | | \$ 189 | | |

- (a) Interest income is measured by multiplying the unpaid principal balance on the loans by the coupon rate and the number of days of interest due.
- (b) Interest expense is measured by multiplying bond principal by the coupon rate and the number of days of interest due to the investor.
- (c) Factors other than credit quality that impact fair value include changes in market interest rates and the illiquidity or marketability in the current marketplace. Lower levels of observable data points in illiquid markets generally result in wide bid/offer spreads.
- (d) The credit impact for loans held-for-sale is assumed to be zero because the loans are either suitable for sale or are covered by a government guarantee.
- (e) The credit impact for consumer mortgage finance receivables and loans was quantified by applying internal credit loss assumptions to cash flow models.
- (f) The credit impact for on-balance sheet securitization debt is assumed to be zero until our economic interests in a particular securitization is reduced to zero, at which point the losses on the underlying collateral will be expected to be passed through to third-party bondholders. Losses allocated to third-party bondholders, including changes in the amount of losses allocated, will result in fair value changes due to credit. We also monitor credit ratings and will make credit adjustments to the extent any bond classes are downgraded by rating agencies.

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The following table provides the aggregate fair value and the aggregate unpaid principal balance for the fair value option-elected loans and long-term debt instruments.

| | March 31, 2012 | | December 31, 2011 | |
|--|--------------------------------|-------------------|--------------------------------|-------------------|
| | Unpaid principal balance | Fair value (a) | Unpaid principal balance | Fair value (a) |
| (\$ in millions) | | | | |
| Assets | | | | |
| Mortgage loans held-for-sale, net | | | | |
| Total loans | \$ 1,781 | \$ 1,823 | \$ 3,766 | \$ 3,919 |
| Nonaccrual loans | 58 | 28 | 54 | 27 |
| Loans 90+ days past due (b) | 58 | 28 | 53 | 27 |
| Consumer mortgage finance receivables and loans, net | | | | |
| Total loans | 2,386 | 832 | 2,436 | 835 |
| Nonaccrual loans (c) | 510 | 214 | 506 | 209 |
| Loans 90+ days past due (b) (c) | 384 | 173 | 362 | 163 |
| Liabilities | | | | |
| Long-term debt | | | | |
| On-balance sheet securitization debt | \$ (2,514) | \$ (828) | \$ (2,559) | \$ (830) |
| Accrued expenses and other liabilities | | | | |
| Loan repurchase liabilities | (61) | (30) | (57) | (29) |

(a) Excludes accrued interest receivable.

(b) Loans 90+ days past due are also presented within the nonaccrual loan balance and the total loan balance; however, excludes government-insured loans that are still accruing interest.

(c) The fair value of consumer mortgage finance receivables and loans is calculated on a pooled basis; therefore, we allocated the fair value of nonaccrual loans and loans 90+ days past due to individual loans based on the unpaid principal balances. For further discussion regarding the pooled basis, refer to the previous section of this note titled *Consumer mortgage finance receivables and loans, net*.

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Fair Value of Financial Instruments

The following table presents the carrying and estimated fair value of financial instruments, except for those recorded at fair value on a recurring basis presented in the previous section of this note titled *Recurring Fair Value*. When possible, we use quoted market prices to determine fair value. Where quoted market prices are not available, the fair value is internally derived based on appropriate valuation methodologies with respect to the amount and timing of future cash flows and estimated discount rates. However, considerable judgment is required in interpreting market data to develop estimates of fair value, so the estimates are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange. The effect of using different market assumptions or estimation methodologies could be material to the estimated fair values. Fair value information presented herein was based on information available at March 31, 2012, and December 31, 2011.

| (\$ in millions) | March 31, 2012 | | | | | December 31, 2011 | |
|--|----------------|----------------------|----------|-----------|-----------|-------------------|----------------------|
| | Carrying value | Estimated fair value | | | | Carrying value | Estimated fair value |
| | | Level 1 | Level 2 | Level 3 | Total | | |
| Financial assets | | | | | | | |
| Loans held-for-sale, net (a) | \$ 6,670 | \$ — | \$ 1,793 | \$ 5,035 | \$ 6,828 | \$ 8,557 | \$ 8,674 |
| Finance receivables and loans, net (a) | 118,272 | — | 2 | 118,960 | 118,962 | 113,252 | 113,576 |
| Nonmarketable equity investments | 394 | — | 365 | 31 | 396 | 419 | 423 |
| Financial liabilities | | | | | | | |
| Deposit liabilities | \$ 47,206 | \$ — | \$ 3,522 | \$ 44,313 | \$ 47,835 | \$ 45,050 | \$ 45,696 |
| Short-term borrowings | 7,203 | 6 | — | 7,173 | 7,179 | 7,680 | 7,622 |
| Long-term debt (a)(b) | 94,648 | — | 44,117 | 51,073 | 95,190 | 93,434 | 92,142 |

(a) Includes financial instruments carried at fair value due to fair value option elections. Refer to the previous section of this note titled *Fair Value Option for Financial Assets and Liabilities* for further information about the fair value elections.

(b) The carrying value includes deferred interest for zero-coupon bonds of \$658 million and \$640 million at March 31, 2012, and December 31, 2011, respectively.

The following describes the methodologies and assumptions used to determine fair value for the significant classes of financial instruments. In addition to the valuation methods discussed below, we also followed guidelines for determining whether a market was not active and a transaction was not distressed. As such, we assumed the price that would be received in an orderly transaction (including a market-based return) and not in forced liquidation or distressed sale.

- **Loans held-for-sale, net** — Loans held-for-sale classified as Level 2 include all GSE-eligible mortgage loans valued predominantly using published forward agency prices. It also includes any domestic loans and foreign loans where recently negotiated market prices for the loan pool exist with a counterparty (which approximates fair value) or quoted market prices for similar loans are available. Loans held-for-sale classified as Level 3 include all loans valued using internally developed valuation models because observable market prices were not available. The loans are priced on a discounted cash flow basis utilizing cash flow projections from internally developed models that utilize prepayment, default, and discount rate assumptions. To the extent available, we will utilize market observable inputs such as interest rates and market spreads. If market observable inputs are not available, we are required to utilize internal inputs, such as prepayment speeds, credit losses, and discount rates.
- **Finance receivables and loans, net** — With the exception of mortgage loans held-for-investment, the fair value of finance receivables was based on discounted future cash flows using applicable spreads to approximate current rates applicable to each category of finance receivables (an income approach using Level 3 inputs). The carrying value of commercial receivables in certain markets and certain other automotive- and mortgage-lending receivables for which interest rates reset on a short-term basis with applicable market indices are assumed to approximate fair value either because of the short-term nature or because of the interest rate adjustment feature. The fair value of commercial receivables in other markets was based on discounted future cash flows using applicable spreads to approximate current rates applicable to similar assets in those markets.

For mortgage loans held-for-investment used as collateral for securitization debt, we used a portfolio approach with Level 3 inputs to measure these loans at fair value. The objective in fair valuing these loans (which are legally isolated and beyond the reach of our creditors) and the related collateralized borrowings is to reflect our retained economic position in the securitizations. For mortgage loans held-for-investment that are not securitized, we used valuation methods and assumptions similar to those used for mortgage loans held-for-sale. These valuations consider unique attributes of the loans such as geography, delinquency status, product type, and other factors. Refer to the section above titled *Loans held-for-sale, net*, for a description of methodologies and assumptions used to determine the fair value of mortgage loans held-for-sale.

- **Deposit liabilities** — Deposit liabilities represent certain consumer and brokered bank deposits, mortgage escrow deposits, and dealer deposits. Deposits classified as Level 2 was valued using quoted market prices from active markets for similar instruments. The fair value of deposits at Level 3 were estimated by discounting projected cash flows based on discount factors derived from the

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forward interest rate swap curve.

- **Debt** — Level 2 debt was valued using quoted market prices in inactive markets. Debt valued using internally derived inputs, such as prepayment speeds and discount rates, was classified as Level 3.

22. Segment and Geographic Information

Operating segments are defined as components of an enterprise that engage in business activity from which revenues are earned and expenses incurred for which discrete financial information is available that is evaluated regularly by our chief operating decision maker in deciding how to allocate resources and in assessing performance.

We report our results of operations on a line-of-business basis through five operating segments - North American Automotive Finance operations, International Automotive Finance operations, Insurance operations, Mortgage - Origination and Servicing operations, and Mortgage - Legacy Portfolio and Other operations, with the remaining activity reported in Corporate and Other. The operating segments are determined based on the products and services offered and geographic considerations, and reflect the manner in which financial information is currently evaluated by management. The following is a description of each of our reportable operating segments.

North American Automotive Finance operations — Provides automotive financing services to consumers and automotive dealers in the United States and Canada and includes the automotive activities of Ally Bank and ResMor Trust. For consumers, we offer retail automotive financing and leasing for new and used vehicles, and through our commercial automotive financing operations, we fund dealer purchases of new and used vehicles through wholesale or floorplan financing.

International Automotive Finance operations — Provides automotive financing and full-service leasing to consumers and dealers outside of the United States and Canada. Our International Automotive Finance operations will focus the majority of new originations in five core international markets: Germany, the United Kingdom, Brazil, Mexico, and China through our joint venture.

Insurance operations — Offers consumer finance and insurance products, and commercial insurance products sold primarily through the dealer channel including vehicle service contracts, commercial insurance coverage in the United States (primarily covering dealers' wholesale vehicle inventory), and personal automobile insurance in certain countries outside the United States.

Mortgage — Origination and Servicing operations — The principal activities include originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States; servicing residential mortgage loans for ourselves and others; and providing collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We also originate high-quality prime jumbo mortgage loans in the United States. We finance our mortgage loan originations primarily in Ally Bank in the United States.

Mortgage — Legacy Portfolio and Other operations — Primarily consists of loans originated prior to January 1, 2009, and includes noncore business activities including discontinued operations, portfolios in runoff, our mortgage reinsurance business, and cash held in the ResCap legal entity. These activities, all of which we have discontinued, included, among other things: lending to real estate developers and homebuilders in the United States and United Kingdom; and purchasing, selling, and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans originated subsequent to January 1, 2009, which are included in our Origination and Servicing operations) in both the United States and internationally.

Corporate and Other primarily consists of our centralized corporate treasury and deposit gathering activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, most notably from the December 2008 bond exchange, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes our Commercial Finance Group, certain equity investments, and reclassifications and eliminations between the reportable operating segments.

We utilize an FTP methodology for the majority of our business operations. The FTP methodology assigns charge rates and credit rates to classes of assets and liabilities based on expected duration and the LIBOR swap curve plus an assumed credit spread. Matching duration allocates interest income and interest expense to these reportable segments so their respective results are insulated from interest rate risk. This methodology is consistent with our ALM practices, which includes managing interest rate risk centrally at a corporate level. The net residual impact of the FTP methodology is included within the results of Corporate and Other.

The information presented in our reportable operating segments and geographic areas tables that follow are based in part on internal allocations, which involve management judgment.

Change in Reportable Segment Information

Beginning in the fourth quarter of 2011, we began presenting our Canadian mortgage operations of ResMor Trust with Legacy Portfolio and Other operations. Previously these operations were included with Originations and Servicing operations. The change was made because the mortgage operations of ResMor Trust were classified as discontinued and held-for-sale.

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Financial information for our reportable operating segments is summarized as follows.

| Three months ended March 31, (\$ in millions) | Global Automotive Services | | | Mortgage (a) | | | | |
|--|--|--|-------------------------|--|--|-------------------------------|------------------|--|
| | North American Automotive Finance operations | International Automotive Finance operations (b) | Insurance operations | Origination and Servicing operations | Legacy Portfolio and Other operations | Corporate and Other (c) | Consolidated (d) | |
| 2012 | | | | | | | | |
| Net financing revenue (loss) | \$ 775 | \$ 164 | \$ 20 | \$ 7 | \$ 50 | \$ (347) | \$ 669 | |
| Other revenue | 79 | 66 | 448 | 547 | — | 47 | 1,187 | |
| Total net revenue (loss) | 854 | 230 | 468 | 554 | 50 | (300) | 1,856 | |
| Provision for loan losses | 78 | 47 | — | 1 | 26 | (12) | 140 | |
| Total noninterest expense | 334 | 138 | 344 | 336 | 50 | 148 | 1,350 | |
| Income (loss) from continuing operations before income tax expense | \$ 442 | \$ 45 | \$ 124 | \$ 217 | \$ (26) | \$ (436) | \$ 366 | |
| Total assets | \$ 102,894 | \$ 16,054 | \$ 8,394 | \$ 19,556 | \$ 10,523 | \$ 28,929 | \$ 186,350 | |
| 2011 | | | | | | | | |
| Net financing revenue (loss) | \$ 818 | \$ 166 | \$ 22 | \$ (17) | \$ 77 | \$ (522) | \$ 544 | |
| Other revenue | 109 | 58 | 463 | 340 | 13 | 25 | 1,008 | |
| Total net revenue (loss) | 927 | 224 | 485 | 323 | 90 | (497) | 1,552 | |
| Provision for loan losses | 46 | 37 | — | 2 | 45 | (17) | 113 | |
| Total noninterest expense | 363 | 156 | 354 | 236 | 87 | 144 | 1,340 | |
| Income (loss) from continuing operations before income tax expense | \$ 518 | \$ 31 | \$ 131 | \$ 85 | \$ (42) | \$ (624) | \$ 99 | |
| Total assets | \$ 87,662 | \$ 16,295 | \$ 9,024 | \$ 18,714 | \$ 12,259 | \$ 29,750 | \$ 173,704 | |

(a) Represents the ResCap legal entity and the mortgage activities of Ally Bank.

(b) Amounts include intrasegment eliminations between our North American Automotive Finance operations, International Automotive Finance operations, and Insurance operations.

(c) Total assets for the Commercial Finance Group were \$1.2 billion and \$1.4 billion at March 31, 2012 and 2011, respectively.

(d) Net financing revenue (loss) after the provision for loan losses totaled \$529 million and \$431 million for the three months ended March 31, 2012 and 2011, respectively.

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Information concerning principal geographic areas was as follows.

| Three months ended March 31, (\$ in millions) | Revenue (a)(b) | Income (loss) from continuing operations before income tax expense (a)(c) | Net income (loss) (a)(c) |
|---|----------------|---|-----------------------------|
| 2012 | | | |
| Canada | \$ 190 | \$ 114 | \$ 85 |
| Europe (d) | 88 | 31 | 22 |
| Latin America | 247 | 51 | 43 |
| Asia-Pacific | 28 | 27 | 27 |
| Total foreign | 553 | 223 | 177 |
| Total domestic (e) | 1,303 | 143 | 133 |
| Total | \$ 1,856 | \$ 366 | \$ 310 |
| 2011 | | | |
| Canada | \$ 190 | \$ 85 | \$ 176 |
| Europe (d) | 111 | 51 | 50 |
| Latin America | 237 | 73 | 32 |
| Asia-Pacific | 21 | 21 | 20 |
| Total foreign | 559 | 230 | 278 |
| Total domestic (e) | 993 | (131) | (132) |
| | \$ 1,552 | \$ 99 | \$ 146 |

- (a) The 2011 balances for Asia-Pacific and domestic were reclassified to conform with the 2012 presentation. These reclassifications have no impact to our condensed consolidated results of operations.
- (b) Revenue consists of net financing revenue and total other revenue as presented in our Condensed Consolidated Statement of Comprehensive Income.
- (c) The domestic amounts include original discount amortization of \$111 million and \$299 million for the three months ended March 31, 2012 and 2011 respectively.
- (d) Amounts include eliminations between our foreign operations.
- (e) Amounts include eliminations between our domestic and foreign operations.

23. Parent and Guarantor Consolidating Financial Statements

Certain of our senior notes are guaranteed by a group of subsidiaries (the Guarantors). The Guarantors, each of which is a 100% directly owned subsidiary of Ally Financial Inc, are Ally US LLC, IB Finance Holding Company, LLC, GMAC Latin America Holdings LLC, GMAC International Holdings B.V., and GMAC Continental Corporation. The Guarantors fully and unconditionally guarantee the senior notes on a joint and several basis.

The following financial statements present condensed consolidating financial data for (i) Ally Financial Inc. (on a parent company-only basis), (ii) the Guarantors, (iii) the nonguarantor subsidiaries (all other subsidiaries), and (iv) an elimination column for adjustments to arrive at (v) the information for the parent company, Guarantors, and nonguarantors on a consolidated basis.

Investments in subsidiaries are accounted for by the parent company and the Guarantors using the equity method for this presentation. Results of operations of subsidiaries are therefore classified in the parent company's and Guarantors' investment in subsidiaries accounts. The elimination entries set forth in the following condensed consolidating financial statements eliminate distributed and undistributed income of subsidiaries, investments in subsidiaries, and intercompany balances and transactions between the parent, Guarantors, and nonguarantors.

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Condensed Consolidating Statement of Income

| Three months ended March 31, 2012 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating Adjustments | Ally consolidated |
|--|---------------|---------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income | | | | | |
| Interest and fees on finance receivables and loans | \$ 253 | \$ 8 | \$ 1,421 | \$ (4) | \$ 1,678 |
| Interest and fees on finance receivables and loans — intercompany | 41 | 5 | 8 | (54) | — |
| Interest on loans held-for-sale | 5 | — | 68 | — | 73 |
| Interest on trading securities | — | — | 11 | — | 11 |
| Interest and dividends on available-for-sale investment securities | — | — | 84 | — | 84 |
| Interest-bearing cash | 1 | — | 13 | — | 14 |
| Operating leases | 52 | — | 488 | — | 540 |
| Total financing revenue and other interest income | 352 | 13 | 2,093 | (58) | 2,400 |
| Interest expense | | | | | |
| Interest on deposits | 17 | — | 169 | — | 186 |
| Interest on short-term borrowings | 16 | 1 | 58 | — | 75 |
| Interest on long-term debt | 726 | 2 | 449 | — | 1,177 |
| Interest on intercompany debt | (1) | 7 | 52 | (58) | — |
| Total interest expense | 758 | 10 | 728 | (58) | 1,438 |
| Depreciation expense on operating lease assets | 13 | — | 280 | — | 293 |
| Net financing (loss) revenue | (419) | 3 | 1,085 | — | 669 |
| Dividends from subsidiaries | | | | | |
| Nonbank subsidiaries | 141 | 5 | — | (146) | — |
| Other revenue | | | | | |
| Servicing fees | 52 | — | 258 | — | 310 |
| Servicing asset valuation and hedge activities, net | — | — | 9 | — | 9 |
| Total servicing income, net | 52 | — | 267 | — | 319 |
| Insurance premiums and service revenue earned | — | — | 375 | — | 375 |
| (Loss) gain on mortgage and automotive loans, net | (1) | — | 127 | — | 126 |
| Other gain on investments, net | — | — | 90 | — | 90 |
| Other income, net of losses | 59 | 145 | 387 | (314) | 277 |
| Total other revenue | 110 | 145 | 1,246 | (314) | 1,187 |
| Total net (loss) revenue | (168) | 153 | 2,331 | (460) | 1,856 |
| Provision for loan losses | 75 | 2 | 63 | — | 140 |
| Noninterest expense | | | | | |
| Compensation and benefits expense | 216 | 147 | 256 | (144) | 475 |
| Insurance losses and loss adjustment expenses | — | — | 159 | — | 159 |
| Other operating expenses | 93 | 1 | 792 | (170) | 716 |
| Total noninterest expense | 309 | 148 | 1,207 | (314) | 1,350 |
| (Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries | | | | | |
| | (552) | 3 | 1,061 | (146) | 366 |
| Income tax (benefit) expense from continuing operations | (254) | — | 318 | — | 64 |
| Net (loss) income from continuing operations | (298) | 3 | 743 | (146) | 302 |
| Income from discontinued operations, net of tax | 7 | — | 1 | — | 8 |
| Undistributed income of subsidiaries | | | | | |
| Bank subsidiary | 223 | 223 | — | (446) | — |
| Nonbank subsidiaries | 378 | 85 | — | (463) | — |
| Net income | \$ 310 | \$ 311 | \$ 744 | \$ (1,055) | \$ 310 |

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| Three months ended March 31, 2011 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating Adjustments | Ally consolidated |
|--|--------|------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income | | | | | |
| Interest and fees on finance receivables and loans | \$ 252 | \$ 7 | \$ 1,362 | \$ — | \$ 1,621 |
| Interest and fees on finance receivables and loans — intercompany | 91 | 5 | 7 | (103) | — |
| Interest on loans held-for-sale | — | — | 84 | — | 84 |
| Interest on trading securities | — | — | 3 | — | 3 |
| Interest and dividends on available-for-sale investment securities | 3 | — | 100 | — | 103 |
| Interest and dividends on available-for-sale investment securities — intercompany | — | — | 2 | (2) | — |
| Interest-bearing cash | 3 | — | 9 | — | 12 |
| Operating leases | 308 | — | 347 | — | 655 |
| Total financing revenue and other interest income | 657 | 12 | 1,914 | (105) | 2,478 |
| Interest expense | | | | | |
| Interest on deposits | 15 | — | 151 | — | 166 |
| Interest on short-term borrowings | 13 | — | 79 | — | 92 |
| Interest on long-term debt | 988 | 2 | 416 | — | 1,406 |
| Interest on intercompany debt | (4) | 7 | 102 | (105) | — |
| Total interest expense | 1,012 | 9 | 748 | (105) | 1,664 |
| Depreciation expense on operating lease assets | 131 | — | 139 | — | 270 |
| Net financing (loss) revenue | (486) | 3 | 1,027 | — | 544 |
| Dividends from subsidiaries | | | | | |
| Nonbank subsidiaries | 501 | — | — | (501) | — |
| Other revenue | | | | | |
| Servicing fees | 80 | — | 277 | — | 357 |
| Servicing asset valuation and hedge activities, net | — | — | (87) | — | (87) |
| Total servicing income, net | 80 | — | 190 | — | 270 |
| Insurance premiums and service revenue earned | — | — | 399 | — | 399 |
| Gain on mortgage and automotive loans, net | — | — | 90 | — | 90 |
| Loss on extinguishment of debt | (39) | — | — | — | (39) |
| Other gain on investments, net | 9 | — | 75 | — | 84 |
| Other income, net of losses | 15 | — | 337 | (148) | 204 |
| Total other revenue | 65 | — | 1,091 | (148) | 1,008 |
| Total net revenue | 80 | 3 | 2,118 | (649) | 1,552 |
| Provision for loan losses | 83 | (1) | 31 | — | 113 |
| Noninterest expense | | | | | |
| Compensation and benefits expense | 198 | 2 | 224 | — | 424 |
| Insurance losses and loss adjustment expenses | — | — | 170 | — | 170 |
| Other operating expenses | 118 | 1 | 775 | (148) | 746 |
| Total noninterest expense | 316 | 3 | 1,169 | (148) | 1,340 |
| (Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries | | | | | |
| | (319) | 1 | 918 | (501) | 99 |
| Income tax (benefit) expense from continuing operations | (133) | — | 63 | — | (70) |
| Net (loss) income from continuing operations | (186) | 1 | 855 | (501) | 169 |
| Loss from discontinued operations, net of tax | (5) | — | (18) | — | (23) |
| Undistributed income of subsidiaries | | | | | |
| Bank subsidiary | 251 | 251 | — | (502) | — |
| Nonbank subsidiaries | 86 | 197 | — | (283) | — |
| Net income | \$ 146 | \$ 449 | \$ 837 | \$ (1,286) | \$ 146 |

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

Condensed Consolidating Balance Sheet

| March 31, 2012 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|--|-----------|------------|---------------|---------------------------|-------------------|
| Assets | | | | | |
| Cash and cash equivalents | | | | | |
| Noninterest-bearing | \$ 1,087 | \$ — | \$ 1,192 | \$ — | \$ 2,279 |
| Interest-bearing | 3,901 | 32 | 6,867 | — | 10,800 |
| Interest-bearing — intercompany | — | — | 930 | (930) | — |
| Total cash and cash equivalents | 4,988 | 32 | 8,989 | (930) | 13,079 |
| Trading assets | — | — | 895 | — | 895 |
| Investment securities | — | — | 14,942 | — | 14,942 |
| Loans held-for-sale, net | 623 | — | 6,047 | — | 6,670 |
| Finance receivables and loans, net | | | | | |
| Finance receivables and loans, net | 19,585 | 450 | 99,783 | — | 119,818 |
| Intercompany loans to | | | | | |
| Bank subsidiary | 2,950 | — | — | (2,950) | — |
| Nonbank subsidiaries | 5,521 | 366 | 518 | (6,405) | — |
| Allowance for loan losses | (304) | (4) | (1,238) | — | (1,546) |
| Total finance receivables and loans, net | 27,752 | 812 | 99,063 | (9,355) | 118,272 |
| Investment in operating leases, net | 512 | — | 9,536 | — | 10,048 |
| Intercompany receivables from | | | | | |
| Bank subsidiary | 206 | — | — | (206) | — |
| Nonbank subsidiaries | 491 | 556 | 154 | (1,201) | — |
| Investment in subsidiaries | | | | | |
| Bank subsidiary | 13,336 | 13,336 | — | (26,672) | — |
| Nonbank subsidiaries | 17,281 | 4,017 | — | (21,298) | — |
| Mortgage servicing rights | — | — | 2,595 | — | 2,595 |
| Premiums receivable and other insurance assets | — | — | 1,876 | — | 1,876 |
| Other assets | 2,414 | 3 | 15,016 | (468) | 16,965 |
| Assets of operations held-for-sale | (34) | — | 1,042 | — | 1,008 |
| Total assets | \$ 67,569 | \$ 18,756 | \$ 160,155 | \$ (60,130) | \$ 186,350 |
| Liabilities | | | | | |
| Deposit liabilities | | | | | |
| Noninterest-bearing | \$ — | \$ — | \$ 2,314 | \$ — | \$ 2,314 |
| Interest-bearing | 1,861 | — | 43,031 | — | 44,892 |
| Total deposit liabilities | 1,861 | — | 45,345 | — | 47,206 |
| Short-term borrowings | 2,987 | 139 | 4,077 | — | 7,203 |
| Long-term debt | 39,820 | 219 | 53,951 | — | 93,990 |
| Intercompany debt to | | | | | |
| Nonbank subsidiaries | 965 | 484 | 8,836 | (10,285) | — |
| Intercompany payables to | | | | | |
| Bank subsidiary | 213 | — | — | (213) | — |
| Nonbank subsidiaries | 627 | 272 | 294 | (1,193) | — |
| Interest payable | 1,126 | 4 | 545 | — | 1,675 |
| Unearned insurance premiums and service revenue | — | — | 2,632 | — | 2,632 |
| Reserves for insurance losses and loss adjustment expenses | — | — | 565 | — | 565 |
| Accrued expenses and other liabilities | 303 | 289 | 12,965 | (468) | 13,089 |
| Liabilities of operations held-for-sale | — | — | 323 | — | 323 |
| Total liabilities | 47,902 | 1,407 | 129,533 | (12,159) | 166,683 |
| Total equity | 19,667 | 17,349 | 30,622 | (47,971) | 19,667 |

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| December 31, 2011 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|--|-----------|------------|---------------|---------------------------|-------------------|
| Assets | | | | | |
| Cash and cash equivalents | | | | | |
| Noninterest-bearing | \$ 1,413 | \$ — | \$ 1,062 | \$ — | \$ 2,475 |
| Interest-bearing | 4,848 | 14 | 5,698 | — | 10,560 |
| Interest-bearing — intercompany | — | — | 516 | (516) | — |
| Total cash and cash equivalents | 6,261 | 14 | 7,276 | (516) | 13,035 |
| Trading assets | — | — | 622 | — | 622 |
| Investment securities | — | — | 15,135 | — | 15,135 |
| Loans held-for-sale, net | 425 | — | 8,132 | — | 8,557 |
| Finance receivables and loans, net | | | | | |
| Finance receivables and loans, net | 15,151 | 476 | 99,128 | — | 114,755 |
| Intercompany loans to | | | | | |
| Bank subsidiary | 4,920 | — | — | (4,920) | — |
| Nonbank subsidiaries | 5,448 | 356 | 550 | (6,354) | — |
| Allowance for loan losses | (245) | (2) | (1,256) | — | (1,503) |
| Total finance receivables and loans, net | 25,274 | 830 | 98,422 | (11,274) | 113,252 |
| Investment in operating leases, net | 928 | — | 8,347 | — | 9,275 |
| Intercompany receivables from | | | | | |
| Bank subsidiary | 82 | — | — | (82) | — |
| Nonbank subsidiaries | 1,070 | 327 | 577 | (1,974) | — |
| Investment in subsidiaries | | | | | |
| Bank subsidiary | 13,061 | 13,061 | — | (26,122) | — |
| Nonbank subsidiaries | 17,433 | 3,809 | — | (21,242) | — |
| Mortgage servicing rights | — | — | 2,519 | — | 2,519 |
| Premiums receivable and other insurance assets | — | — | 1,853 | — | 1,853 |
| Other assets | 2,664 | 3 | 16,712 | (638) | 18,741 |
| Assets of operations held-for-sale | (174) | — | 1,244 | — | 1,070 |
| Total assets | \$ 67,024 | \$ 18,044 | \$ 160,839 | \$ (61,848) | \$ 184,059 |
| Liabilities | | | | | |
| Deposit liabilities | | | | | |
| Noninterest-bearing | \$ — | \$ — | \$ 2,029 | \$ — | \$ 2,029 |
| Interest-bearing | 1,768 | — | 41,253 | — | 43,021 |
| Total deposit liabilities | 1,768 | — | 43,282 | — | 45,050 |
| Short-term borrowings | 2,756 | 136 | 4,788 | — | 7,680 |
| Long-term debt | 39,524 | 214 | 53,056 | — | 92,794 |
| Intercompany debt to | | | | | |
| Nonbank subsidiaries | 574 | 492 | 10,724 | (11,790) | — |
| Intercompany payables to | | | | | |
| Bank subsidiary | 39 | — | — | (39) | — |
| Nonbank subsidiaries | 1,266 | 1 | 750 | (2,017) | — |
| Interest payable | 1,167 | 3 | 417 | — | 1,587 |
| Unearned insurance premiums and service revenue | — | — | 2,576 | — | 2,576 |
| Reserves for insurance losses and loss adjustment expenses | — | — | 580 | — | 580 |
| Accrued expenses and other liabilities | 559 | 323 | 13,839 | (637) | 14,084 |
| Liabilities of operations held-for-sale | — | — | 337 | — | 337 |
| Total liabilities | 47,653 | 1,169 | 130,349 | (14,483) | 164,688 |
| Total equity | 19,371 | 16,875 | 30,490 | (47,365) | 19,371 |
| Total liabilities and equity | \$ 67,024 | \$ 18,044 | \$ 160,839 | \$ (61,848) | \$ 184,059 |

Notes to Condensed Consolidated Financial Statements (unaudited)

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Condensed Consolidating Statement of Cash Flows

| Three months ended March 31, 2012 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|--|----------|------------|---------------|---------------------------|-------------------|
| Operating activities | | | | | |
| Net cash (used in) provided by operating activities | \$ (412) | \$ 12 | \$ 2,688 | \$ (146) | \$ 2,142 |
| Investing activities | | | | | |
| Purchases of available-for-sale securities | — | — | (3,172) | — | (3,172) |
| Proceeds from sales of available-for-sale securities | — | — | 2,940 | — | 2,940 |
| Proceeds from maturities of available-for-sale securities | — | — | 1,222 | — | 1,222 |
| Net (increase) decrease in finance receivables and loans | (3,691) | 26 | (744) | — | (4,409) |
| Net decrease (increase) in loans — intercompany | 1,649 | (9) | 32 | (1,672) | — |
| Net decrease (increase) in operating lease assets | 216 | — | (1,219) | — | (1,003) |
| Capital contributions to subsidiaries | (44) | — | — | 44 | — |
| Returns of contributed capital | 366 | — | — | (366) | — |
| Proceeds from sale of business units, net | 29 | — | — | — | 29 |
| Other, net | (48) | — | 371 | — | 323 |
| Net cash (used in) provided by investing activities | (1,523) | 17 | (570) | (1,994) | (4,070) |
| Financing activities | | | | | |
| Net change in short-term borrowings — third party | 231 | 3 | (780) | — | (546) |
| Net increase in bank deposits | — | — | 1,737 | — | 1,737 |
| Proceeds from issuance of long-term debt — third party | 859 | 5 | 9,885 | — | 10,749 |
| Repayments of long-term debt — third party | (574) | — | (9,450) | — | (10,024) |
| Net change in debt — intercompany | 390 | (8) | (1,640) | 1,258 | — |
| Dividends paid — third party | (200) | — | — | — | (200) |
| Dividends paid and returns of contributed capital — intercompany | — | (11) | (501) | 512 | — |
| Capital contributions from parent | — | — | 44 | (44) | — |
| Other, net | 92 | — | 260 | — | 352 |
| Net cash provided by (used in) financing activities | 798 | (11) | (445) | 1,726 | 2,068 |
| Effect of exchange-rate changes on cash and cash equivalents | (136) | — | (5) | — | (141) |
| Net (decrease) increase in cash and cash equivalents | (1,273) | 18 | 1,668 | (414) | (1) |
| Adjustment for change in cash and cash equivalents of operations held-for-sale | — | — | 45 | — | 45 |
| Cash and cash equivalents at beginning of year | 6,261 | 14 | 7,276 | (516) | 13,035 |
| Cash and cash equivalents at March 31 | \$ 4,988 | \$ 32 | \$ 8,989 | \$ (930) | \$ 13,079 |

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Three months ended March 31, 2011 (\$ in millions) | Parent | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|--|----------|------------|---------------|---------------------------|-------------------|
| Operating activities | | | | | |
| Net cash provided by (used in) operating activities | \$ 7,381 | \$ 5 | \$ (3,843) | \$ (501) | \$ 3,042 |
| Investing activities | | | | | |
| Purchases of available-for-sale securities | — | — | (5,529) | — | (5,529) |
| Proceeds from sales of available-for-sale securities | 1,494 | — | 2,981 | — | 4,475 |
| Proceeds from maturities of available-for-sale securities | 1 | — | 1,102 | — | 1,103 |
| Net (increase) decrease in finance receivables and loans | (7,669) | 35 | 3,385 | — | (4,249) |
| Net decrease (increase) in loans — intercompany | 1,578 | (22) | 2 | (1,558) | — |
| Net (increase) decrease in operating lease assets | (1,293) | — | 1,242 | — | (51) |
| Capital contributions to subsidiaries | (50) | (50) | — | 100 | — |
| Proceeds from sale of business units, net | — | — | 46 | — | 46 |
| Other, net | (229) | 2 | 818 | — | 591 |
| Net cash (used in) provided by investing activities | (6,168) | (35) | 4,047 | (1,458) | (3,614) |
| Financing activities | | | | | |
| Net change in short-term borrowings — third party | 312 | (39) | (186) | — | 87 |
| Net increase in bank deposits | — | — | 1,670 | — | 1,670 |
| Proceeds from issuance of long-term debt — third party | 2,088 | 28 | 11,688 | — | 13,804 |
| Repayments of long-term debt — third party | (2,131) | (7) | (11,073) | — | (13,211) |
| Net change in debt — intercompany | (110) | (2) | (1,556) | 1,668 | — |
| Dividends paid — third party | (228) | — | — | — | (228) |
| Dividends paid and returns of contributed capital — intercompany | — | — | (501) | 501 | — |
| Capital contributions from parent | — | 50 | 50 | (100) | — |
| Other, net | 131 | — | (48) | — | 83 |
| Net cash provided by financing activities | 62 | 30 | 44 | 2,069 | 2,205 |
| Effect of exchange-rate changes on cash and cash equivalents | — | — | (266) | — | (266) |
| Net increase (decrease) in cash and cash equivalents | 1,275 | — | (18) | 110 | 1,367 |
| Adjustment for change in cash and cash equivalents of operations held-for-sale | — | — | (91) | — | (91) |
| Cash and cash equivalents at beginning of year | 4,665 | 2 | 7,507 | (504) | 11,670 |
| Cash and cash equivalents at March 31 | \$ 5,940 | \$ 2 | \$ 7,398 | \$ (394) | \$ 12,946 |

24. Contingencies and Other Risks

In the normal course of business, we enter into transactions that expose us to varying degrees of risk. For additional information on contingencies and other risks arising from such transactions, refer to Note 31 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

Mortgage Foreclosure Matters**Settlements with Federal Government and State Attorneys General Agreement**

On February 9, 2012, we reached an agreement in principle with respect to investigations into procedures followed by mortgage servicing companies and banks in connection with mortgage origination and servicing activities and foreclosure home sales and evictions (Settlement). On March 12, 2012, the Settlement was filed as a consent judgment in the U.S. District Court for the District of Columbia.

The Settlement requires a payment by Residential Capital, LLC, one of our mortgage subsidiaries, of approximately \$110 million to a trustee, who will then distribute these funds to federal and state governments. This payment was made on March 14, 2012. In addition, we are obligated to provide \$200 million towards borrower relief, subject to possible upward adjustment as described below. This obligation for borrower relief will include loan modifications, including principal reduction and rate reduction refinancing programs for borrowers that meet certain requirements, and participation in certain other programs. Generally, if certain basic criteria are met, borrowers that are either delinquent or at imminent risk of default and owe more on their mortgages than their homes are worth could be eligible for principal reductions, and borrowers that are current on their mortgages but who owe more on their mortgage than their homes are worth could be eligible for refinancing opportunities. Further, we have agreed to solicit all borrowers that are eligible for rate and principal modifications as of March 1, 2012. We are committed to providing loan modifications to all eligible borrowers who accept a modification offer within three months of the solicitation. We have also agreed to provide loan modifications to borrowers who accept a modification offer within six months.

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of the solicitation, unless and until total borrower relief provided exceeds \$250 million. As of March 31, 2012, no loan modifications have been completed. However, we are currently in the process of soliciting eligible borrowers and expect modifications to begin in the second quarter of 2012.

The Settlement provides incentives for borrower relief that is provided within the first twelve months, and all obligations must be met within three years from the date the consent judgment was filed. In addition to the foregoing, we are required to implement new servicing standards relating to matters such as foreclosure and bankruptcy information and documentation, oversight, loss mitigation, limitations on fees, and related procedural matters. Certain mortgage companies (Mortgage Companies) expect to implement the new servicing standards by the October 5, 2012 deadline. Compliance with these obligations are overseen by an independent monitor, who has authority to impose additional penalties and fines if we fail to meet established timelines or fail to implement required servicing standards.

The Settlement generally resolves potential claims arising out of origination and servicing activities and foreclosure matters, subject to certain exceptions. The Settlement does not prevent state and federal authorities from pursuing criminal enforcement actions, securities-related claims (including actions related to securitization activities and Mortgage Electronic Registration Systems, or MERS), loan origination claims, certain claims brought by the FDIC and the GSEs, and certain other matters. The Settlement also does not prevent claims that may be brought by individual borrowers.

Federal Reserve Board Civil Money Penalty

On February 9, 2012, we agreed with the Federal Reserve Board on a civil money penalty (CMP) of \$207 million related to the same activities that were the subject of the Settlement. This amount will be reduced dollar-for-dollar in connection with certain aspects of our satisfaction of the required monetary payment and borrower relief obligations included within the Settlement, as well as our participation in other similar programs approved by the Federal Reserve Board. While additional future cash payments related to the CMP are possible if we are unable to satisfy the borrower relief requirements of the Settlement within two years, we currently expect that the full amount of the CMP will be satisfied through our commitments included within the Settlement.

Other Mortgage Foreclosure Matters***Commonwealth of Massachusetts***

On December 1, 2011, the Commonwealth of Massachusetts filed an enforcement action in the Suffolk County Superior Court against GMAC Mortgage and several other lender/servicers. For further details, refer to Legal Proceedings below.

Consent Order

As a result of an examination conducted by the FRB and FDIC, on April 13, 2011, each of Ally Financial Inc., Ally Bank, Residential Capital, LLC and GMAC Mortgage, LLC (collectively, the Ally Entities) entered into a Consent Order (the Consent Order) with the FRB and the FDIC. The Consent Order requires the Ally Entities to make improvements to various aspects of Ally's residential mortgage loan-servicing business, including compliance programs, internal audit, communications with borrowers, vendor management, management information systems, employee training, and oversight by the boards of the Ally Entities.

The Consent Order further requires GMAC Mortgage, LLC to retain independent consultants to conduct a risk assessment related to mortgage servicing activities and, separately, to conduct a review of certain past residential mortgage foreclosure actions. We cannot reasonably estimate the ultimate impact of any deficiencies that have been or may be identified in our historical foreclosure procedures. There are potential risks related to these matters that extend beyond potential liability on individual foreclosure actions. Specific risks could include, for example, claims and litigation related to foreclosure remediation and resubmission; claims from investors that hold securities that become adversely impacted by continued delays in the foreclosure process; the reduction in foreclosure proceeds due to delay, or by challenges to completed foreclosure sales to the extent, if any, not covered by title insurance obtained in connection with such sales; actions by courts, state attorneys general, or regulators to delay further the foreclosure process after submission of corrected affidavits, or to facilitate claims by borrowers alleging that they were harmed by our foreclosure practices (by, for example, foreclosing without offering an appropriate range of alternative home preservation options); additional regulatory fines, sanctions, and other additional costs; and reputational risks. To date we have borne all out-of-pocket costs associated with the remediation rather than passing any such costs through to investors for whom we service the related mortgages, and we expect that we will continue to do so.

Notes to Condensed Consolidated Financial Statements (unaudited)

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Loan Repurchases and Obligations Related to Loan Sales**Overview**

Mortgage Companies within our Mortgage operations sell loans that take the form of securitizations guaranteed by the GSEs, securitizations to private investors, and to whole-loan investors. In connection with a portion of our Mortgage Companies' private-label securitizations, the monolines insured all or some of the related bonds and guaranteed timely repayment of bond principal and interest when the issuer defaults. In connection with securitizations and loan sales, the trustee for the benefit of the related security holders and, if applicable, the related monoline insurer, are provided various representations and warranties related to the loans sold. The specific representations and warranties vary among different transactions and investors but typically relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the transaction, including compliance with underwriting standards or loan criteria established by the buyer, the ability to deliver required documentation and compliance with applicable laws. In general, the representations and warranties described above may be enforced against the applicable Mortgage Companies at any time unless a sunset provision is in place. Upon discovery of a breach of a representation or warranty, the breach is corrected in a manner conforming to the provisions of the sale agreement. This may require the applicable Mortgage Companies to repurchase the loan, indemnify the investor for incurred losses, or otherwise make the investor whole. We have entered into settlement agreements with both Fannie Mae and Freddie Mac that, subject to certain exclusions, limit our remaining exposure with the GSEs. See Government-sponsored Enterprises below. ResCap assumes all of the customary mortgage representation and warranty obligations for loans purchased from Ally Bank and subsequently sold into the secondary market, generally through securitizations guaranteed by the GSEs. In the event ResCap fails to meet these obligations, Ally Financial Inc. has guaranteed Ally Bank coverage of certain of these liabilities.

Originations

The total exposure of the applicable Mortgage Companies to mortgage representation and warranty claims is most significant for loans originated and sold between 2004 through 2008, specifically the 2006 and 2007 vintages that were originated and sold prior to enhanced underwriting standards and risk-mitigation actions implemented in 2008 and forward. Since 2009, we have focused primarily on originating domestic prime conforming and government-insured mortgages. In addition, we ceased offering interest-only jumbo mortgages in 2010. Representation and warranty risk-mitigation strategies include, but are not limited to, pursuing settlements with investors where economically beneficial in order to resolve a pipeline of demands in lieu of loan-by-loan assessments that could result in repurchasing loans, aggressively contesting claims we do not consider valid (rescinding claims), or seeking recourse against correspondent lenders from whom we purchased loans wherever appropriate.

Repurchase Process

After receiving a claim under representation and warranty obligations, the applicable Mortgage Companies will review the claim to determine the appropriate response (e.g. appeal and provide or request additional information) and take appropriate action (rescind, repurchase the loan, or remit indemnification payment). Historically, repurchase demands were generally related to loans that became delinquent within the first few years following origination. As a result of market developments over the past several years, investor repurchase demand behavior has changed significantly. GSEs and investors are more likely to submit claims for loans at any point in the loan's life cycle, including requests for loans that become delinquent or loans that incur a loss. Representation and warranty claims are generally reviewed on a loan-by-loan basis to validate if there has been a breach requiring a potential repurchase or indemnification payment. The applicable Mortgage Companies actively contest claims to the extent they are not considered valid. The applicable Mortgage Companies are not required to repurchase a loan or provide an indemnification payment where claims are not valid.

The risk of repurchase or indemnification and the associated credit exposure is managed through underwriting and quality assurance practices and by servicing mortgage loans to meet investor standards. We believe that, in general, the longer a loan performs prior to default the less likely it is that an alleged breach of representation and warranty will be found to have a material and adverse impact on the loan's performance. When loans are repurchased, the applicable Mortgage Companies bear the related credit loss on the loans. Repurchased loans are classified as held-for-sale and initially recorded at fair value.

Notes to Condensed Consolidated Financial Statements (unaudited)

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The following table presents the total number and original unpaid principal balance of loans related to unresolved representation and warranty demands (indemnification claims or repurchase demands). The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

| | March 31, 2012 | | December 31, 2011 (a) | |
|--|-----------------|-----------------------|-----------------------|-----------------------|
| | Number of loans | Original UPB of loans | Number of loans | Original UPB of loans |
| (\$ in millions) | | | | |
| GSEs | 457 | \$ 89 | 357 | \$ 71 |
| Insured PLS (monolines) | | | | |
| MBIA | 7,314 | 491 | 7,314 | 490 |
| FGIC | 4,826 | 382 | 4,608 | 369 |
| Other | 937 | 70 | 730 | 58 |
| Uninsured PLS | 294 | 78 | 38 | 7 |
| Whole-loan/other | 561 | 85 | 475 | 74 |
| Total number of loans and unpaid principal balance | 14,389 | \$ 1,195 | 13,522 | \$ 1,069 |

(a) Excludes certain populations where counterparties have requested additional documentation.

We are currently in litigation with MBIA Insurance Corporation (MBIA) and Financial Guaranty Insurance Company (FGIC) with respect to certain of their private-label securitizations. Historically we have requested that most of the repurchase demands presented to us by both MBIA and FGIC be rescinded, consistent with the repurchase process described above. As the litigation process proceeds, additional loan reviews are expected and will likely result in additional repurchase demands.

Representation and Warranty Obligation Reserve Methodology

The liability for representation and warranty obligations reflects management's best estimate of probable lifetime losses at the applicable Mortgage Companies. We consider historical and recent demand trends in establishing the reserve. The methodology used to estimate the reserve considers a variety of assumptions including borrower performance (both actual and estimated future defaults), repurchase demand behavior, historical loan defect experience, historical mortgage insurance rescission experience, and historical and estimated future loss experience, which includes projections of future home price changes as well as other qualitative factors including investor behavior. In cases where we do not have or have limited current or historical demand experience with an investor, it is difficult to predict and estimate the level and timing of any potential future demands. In such cases, we may not be able to reasonably estimate losses, and a liability is not recognized. Management monitors the adequacy of the overall reserve and makes adjustments to the level of reserve, as necessary, after consideration of other qualitative factors including ongoing dialogue and experience with counterparties.

At the time a loan is sold, an estimate of the fair value of the liability is recorded and classified in accrued expenses and other liabilities on our Condensed Consolidated Balance Sheet and recorded as a component of gain (loss) on mortgage and automotive loans, net, in our Condensed Consolidated Statement of Comprehensive Income. We recognize changes in the liability when additional relevant information becomes available. Changes in the estimate are recorded as other operating expenses in our Condensed Consolidated Statement of Comprehensive Income. The repurchase reserve at March 31, 2012 relates primarily to non-GSE exposure.

The following table summarizes the changes in our reserve for representation and warranty obligations.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 |
|---|--------|--------|
| Balance at January 1, | \$ 825 | \$ 830 |
| Provision for mortgage representation and warranty expenses | | |
| Loan sales | 5 | 6 |
| Change in estimate — continuing operations | 19 | 26 |
| Total additions | 24 | 32 |
| Resolved claims (a) | (42) | (34) |
| Recoveries | 4 | 2 |
| Balance at March 31, | \$ 811 | \$ 830 |

(a) Includes principal losses and accrued interest on repurchased loans, indemnification payments, and settlements with counterparties.

Government-sponsored Enterprises

Between 2004 and 2008, the applicable Mortgage Companies sold \$250.8 billion of loans to the GSEs. Each GSE has specific guidelines and criteria for sellers and servicers of loans underlying their securities. In addition, the risk of credit loss of the loan sold was generally transferred to investors upon sale of the securities into the secondary market. Conventional conforming loans were sold to either Freddie Mac or Fannie Mae, and government-insured loans were securitized with Ginnie Mae. For the three months ended March 31, 2012, the applicable Mortgage Companies received repurchase claims relating to \$128 million of original unpaid principal balance of which \$93 million are

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associated with the 2004 through 2008 vintages. The remaining \$35 million in repurchase claims relate to post-2008 vintages. During the three months ended March 31, 2012, the applicable Mortgage Companies resolved claims with respect to \$110 million of original unpaid principal balance, including settlement, repurchase, or indemnification payments related to \$60 million of original unpaid principal balance, and rescinded claims related to \$50 million of original unpaid principal balance. The applicable Mortgage Companies' representation and warranty obligation liability with respect to the GSEs considers the existing unresolved claims and the best estimate of future claims that could be received. The Mortgage Companies consider their experience with the GSE in evaluating its liability. During 2010, we reached agreements with Freddie Mac and Fannie Mae that, subject to certain exclusions, limits the remaining exposure of the applicable Mortgage Companies to each counterparty.

In March 2010, certain of our Mortgage Companies entered into an agreement with Freddie Mac under which we made a one-time payment to Freddie Mac for the release of repurchase obligations relating to most of the mortgage loans sold to Freddie Mac prior to January 1, 2009. This agreement does not release obligations of the applicable Mortgage Companies with respect to exposure for private-label MBS in which Freddie Mac had previously invested, loans where Ally Bank is the owner of the servicing, as well as defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations we have with Freddie Mac, including all indemnification obligations that may arise in connection with the servicing of the mortgages. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$10.9 billion. For the three months ended March 31, 2012, the amount of losses taken on loans repurchased relating to defects where Ally Bank was the owner of the servicing was \$5 million and the amount of losses taken on loans that we have repurchased relating to defects in the other specified categories was \$2 million. These other specified categories include (i) loans subject to certain state predatory lending and similar laws; (ii) groups of 25 or more mortgage loans purchased, originated, or serviced by one of our mortgage subsidiaries, the purchase, origination, or sale of which all involve a common actor who committed fraud; (iii) "non-loan-level" representations and warranties which refer to representations and warranties that do not relate to specific mortgage loans (examples of such non-loan-level representations and warranties include the requirement that our mortgage subsidiaries meet certain standards to be eligible to sell or service loans for Freddie Mac or our mortgage subsidiaries sold or serviced loans for market participants that were not acceptable to Freddie Mac); and (iv) mortgage loans that are ineligible for purchase by Freddie Mac under its charter and other applicable documents. If, however, a mortgage loan was ineligible under Freddie Mac's charter solely because mortgage insurance was rescinded (rather than for example, because the mortgage loan is secured by a commercial property), and Freddie Mac required our mortgage subsidiary to repurchase that loan because of the ineligibility, Freddie Mac would pay our mortgage subsidiary any net loss we suffered on any later liquidation of that mortgage loan.

Certain of our Mortgage Companies received subpoenas in July 2010 from the Federal Housing Finance Agency (FHFA), which is the conservator of Fannie Mae and Freddie Mac. The subpoenas relating to Fannie Mae investments have been withdrawn with prejudice. The FHFA indicated that documents provided in response to the remaining subpoenas will enable the FHFA to determine whether they believe issuers of private-label MBS are potentially liable to Freddie Mac for losses they might have incurred. Although Freddie Mac has not brought any representation and warranty claims against us with respect to private-label securities subsequent to the settlement, they may well do so in the future. The FHFA has commenced securities and related common law fraud litigation against Ally and certain of our Mortgage Companies with respect to certain of Freddie Mac's private-label securities investments. Refer to the Legal Proceedings described below for additional information.

On December 23, 2010, certain of our mortgage subsidiaries entered into an agreement with Fannie Mae under which we made a one-time payment to Fannie Mae for the release of repurchase obligations related to most of the mortgage loans we sold to Fannie Mae prior to June 30, 2010. The agreement also covers potential exposure for private-label MBS in which Fannie Mae had previously invested. This agreement does not release the obligations of the applicable Mortgage Companies with respect to loans where Ally Bank is the owner of the servicing, as well as for defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations they have with Fannie Mae, including all indemnification obligations that may arise in connection with the servicing of the mortgages, and the applicable Mortgage Companies continue to be obligated to indemnify Fannie Mae for litigation or third-party claims (including by borrowers) for matters that may amount to breaches of selling representations and warranties. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$24.4 billion. For the three months ended March 31, 2012, the amount of losses we have taken on loans that we have repurchased relating to defects where Ally Bank was the owner of the servicing was \$14 million and the amount of losses we have taken on loans that we have repurchased relating to defects in the other specified categories of loans was \$10 million. These other specified categories include, among others, (i) those that violate anti-predatory laws or statutes or related regulations or that otherwise violate other applicable laws and regulations; (ii) those that have non-curable defects in title to the secured property, or that have curable title defects, to the extent our mortgage subsidiaries do not cure such defects at our subsidiary's expense; (iii) any mortgage loan in which title or ownership of the mortgage loan was defective; (iv) groups of 13 or more mortgage loans, the purchase, origination, sale, or servicing of which all involve a common actor who committed fraud; and (v) mortgage loans not in compliance with Fannie Mae Charter Act requirements (e.g., mortgage loans on commercial properties or mortgage loans without required mortgage insurance coverage). If a mortgage loan falls out of compliance with Fannie Mae Charter Act requirements because mortgage insurance coverage has been rescinded and not reinstated or replaced, upon the borrower's default our mortgage subsidiaries would have to pay to Fannie Mae the amount of insurance proceeds that would have been paid by the mortgage insurer with respect to such mortgage loan. If the amount of the loss exceeded the amount of insurance proceeds, Fannie Mae would be responsible for such excess.

Private-label Securitizations (PLS)

In general, representations and warranties provided as part of our securitization activities are less rigorous than those provided to the

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GSEs and generally impose higher burdens on parties seeking repurchase. In order to successfully assert a claim, it is our position that a claimant must prove a breach of the representations and warranties that materially and adversely affects the interest of the investor in the allegedly defective loan. Securitization documents typically provide the investors with a right to request that the trustee investigate and initiate a repurchase claim. However, a class of investors generally is required to coordinate with other investors in that class comprising not less than 25%, and in some cases, 50%, of the percentage interest constituting a class of securities of that class issued by the trust to pursue claims for breach of representations and warranties. In addition, our private-label securitizations generally require that the servicer or trustee give notice to the other parties whenever it becomes aware of facts or circumstances that reveal a breach of representation that materially and adversely affects the interest of the certificate holders.

Regarding our securitization activities, certain of our Mortgage Companies have exposure to potential losses primarily through two avenues. First, investors, through trustees to the extent required by the applicable agreements (or monoline insurers in certain transactions), may request pursuant to applicable agreements that the applicable Mortgage Company repurchase loans or make the investor whole for losses incurred if it is determined that the applicable Mortgage Company violated representations and warranties made at the time of the sale, provided that such violations materially and adversely impacted the interests of the investor. Contractual representations and warranties are different based on the specific deal structure and investor. It is our position that litigation of these matters must proceed on a loan by loan basis. This issue is being disputed throughout the industry in various pending litigation matters. Similarly in dispute, as a matter of law, is the degree to which claimants will have to prove that the alleged breaches of representations and warranties actually caused the losses they claim to have suffered. Ultimate resolution by courts of these and other legal issues will impact litigation and treatment of non-litigated claims pursuant to similar contractual provisions. Second, investors in securitizations may attempt to achieve rescission of their investments or damages through litigation by claiming that the applicable offering documents were materially deficient. If an investor properly made and proved its allegations, the investor might attempt to claim that damages could include loss of market value on the investment even if there were little or no credit loss in the underlying loans.

Insured PLS (Monolines)

Historically, the applicable Mortgage Companies securitized loans where the monolines insured all or some of the related bonds and guaranteed the timely repayment of bond principal and interest when the issuer defaults. Typically, any alleged breach requires the insurer to have both the ability to assert a claim as well as evidence that a defect has had a material and adverse effect on the interest of the security holders or the insurer. Generally, most claims in connection with private-label securitizations come from Monoline Insurers and continue to represent the majority of outstanding repurchase demands. For the period 2004 through 2007, the Mortgage Companies sold \$42.7 billion of loans into these monoline-wrapped securitizations. During the three months ended March 31, 2012, the Mortgage Companies received repurchase claims related to \$28 million of original unpaid principal balance from the monolines associated with the 2004 through 2007 securitizations. The Mortgage Companies have resolved repurchase demands through indemnification payments related to \$2 million of original unpaid principal balance.

We are currently in litigation with MBIA and FGIC, and additional litigation with other monolines is likely.

Uninsured PLS

Historically, the applicable Mortgage Companies securitized loans where all or some of the related bonds were uninsured. These entities are required to make customary representations and warranties about the loans to the investor and/or securitization trust. Though particular application of the language is in dispute in various litigation, the contracts typically require claimants to demonstrate that an alleged breach of representations and warranties has had a material and adverse effect on the interest of the security holder. During the period 2004 through 2007, the Mortgage Companies sold \$182.1 billion of loans into these uninsured private-label securitizations. Claims associated with uninsured PLS were historically self identified and constituted an immaterial portion of new claims. They historically were included within the Whole loan/other category. During the three months ended March 31, 2012, we received a repurchase request from a bond trustee with respect to one uninsured PLS deal for loans originated in 2006 relating to \$70 million of original unpaid principal balance. The Mortgage Companies are currently reviewing this repurchase request.

Whole-loan Sales

In addition to the settlements with the GSEs noted earlier, certain of our Mortgage Companies have settled with whole-loan investors concerning alleged breaches of underwriting standards. For the three months ended March 31, 2012, certain of our Mortgage Companies have received \$22 million of original unpaid principal balance in repurchase claims, all of which are associated with the 2004 through 2008 vintages of loans sold to whole-loan investors. Certain of our Mortgage Companies resolved claims related to \$10 million of original unpaid principal balance, including settlements, repurchases, indemnification payments, and rescinded claims.

Private Mortgage Insurance

Mortgage insurance is required for certain consumer mortgage loans sold to the GSEs and certain securitization trusts and may have been in place for consumer mortgage loans sold to whole-loan investors. Mortgage insurance is typically required for first-lien consumer mortgage loans having a loan-to-value ratio at origination of greater than 80 percent. Mortgage insurers are, in certain circumstances, permitted to rescind existing mortgage insurance that covers consumer loans if they demonstrate certain loan underwriting requirements have not been met. Upon receipt of a rescission notice, the applicable Mortgage Companies will assess the notice and, if appropriate, refute the notice, or if the notice cannot be refuted, the applicable Mortgage Companies attempt to remedy the defect. In the event the mortgage insurance cannot be reinstated, the applicable Mortgage Companies may be obligated to repurchase the loan or provide an indemnification payment in the event of a loss, subject to contractual limitations. While the applicable Mortgage Companies make every effort to reinstate the mortgage insurance,

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they have had limited success and as a result, most of these requests result in rescission of the mortgage insurance. At March 31, 2012, the applicable Mortgage Companies have approximately \$173 million in original unpaid principal balance of outstanding mortgage insurance rescission notices where we have not received a repurchase demand. However, this unpaid principal amount is not representative of expected future losses.

Legal Proceedings

We are subject to potential liability under various governmental proceedings, claims, and legal actions that are pending or otherwise asserted against us. We are named as defendants in a number of legal actions, and we are involved in governmental proceedings arising in connection with our respective businesses. Some of the pending actions purport to be class actions, and certain legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. We establish reserves for legal claims when payments associated with the claims become probable and the payments can be reasonably estimated. Given the inherent difficulty of predicting the outcome of litigation and regulatory matters, it is generally very difficult to predict what the eventual outcome will be, and when the matter will be resolved. The actual costs of resolving legal claims may be higher or lower than any amounts reserved for the claims. The following information supplements the disclosures in Note 31 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

FGIC Litigation

The Financial Guaranty Insurance Company (FGIC) filed three complaints on November 29, 2011, against several of Ally's mortgage subsidiaries in New York County Supreme Court. In two of these cases, both entitled Financial Guaranty Insurance Company v. Residential Funding Company LLC (RFC), et al., FGIC alleges that defendants RFC and ResCap breached their contractual representations and warranties relating to the characteristics of the mortgage loans contained in certain insured MBS offerings. FGIC further alleges that the defendants breached their contractual obligations to permit access to loan files and certain books and records.

In the third case, entitled Financial Guaranty Insurance Company v. GMAC Mortgage LLC (GMAC Mortgage), et al., FGIC makes similar contract allegations against GMAC Mortgage and ResCap, as well as a claim against GMAC Mortgage for fraudulent inducement. In addition, FGIC alleges aiding and abetting fraudulent inducement against Ally Bank, which originated a large portion of the loans in the disputed pool, and breach of the custodial agreement for failing to notify FGIC of the claimed breaches of representations and warranties. In each of these cases, FGIC seeks, among other relief, reimbursement of all sums it paid under the various policies and an award of legal, rescissory, equitable, and punitive damages.

On December 15, 2011, FGIC filed a fourth complaint in New York County Supreme Court related to insurance policies issued in connection with an RFC-sponsored transaction. This complaint, entitled Financial Guaranty Insurance Company v. Ally, et al., names Ally, RFC, and ResCap, and seeks various forms of declaratory and monetary relief. The complaint alleges that the defendants are alter egos of one another, fraudulently induced FGIC's agreement to provide insurance by misrepresenting the nature of RFC's business practices and the credit quality and characteristics of the underlying loans, and have now materially breached their agreement with FGIC by refusing its requests for information and documents.

On December 27, 2011, FGIC filed three additional complaints in New York County Supreme Court against Ally, RFC, and ResCap. These complaints seek relief nearly identical to that of FGIC's previously filed cases and contain substantially similar allegations. In particular, FGIC alleges that the defendants, acting as alter egos of each other, fraudulently induced FGIC to enter into seven separate insurance and indemnity agreements and breached their contractual obligations under same.

Since January 1, 2012, FGIC has filed five new complaints in federal court naming some combination of Ally, ResCap, Ally Bank, RFC, and GMAC Mortgage. The five complaints were filed on January 31, 2012, March 5, 2012, March 6, 2012, March 12, 2012 and March 13, 2012, respectively. These complaints seek relief nearly identical to that of FGIC's previously filed cases and contain substantially similar allegations. In particular, FGIC alleges that the defendants, acting as alter egos of each other, fraudulently induced FGIC to enter into seven separate insurance and indemnity agreements and breached their contractual obligations under same. In addition, FGIC amended its first-filed complaint to name Ally Financial as a defendant.

All of the FGIC cases are now venued in the U.S. District Court for the Southern District of New York, and the defendants have asked the Court for leave to file motions to dismiss each such case.

Mitchell Litigation

In this statewide class action, plaintiffs alleged that Mortgage Capital Resources, Inc. (MCR) violated the Missouri Second Mortgage Loan Act by charging Missouri borrowers fees and interest not permitted by the Act. RFC and Homecomings Financial LLC (HFN), among others, were named as defendants in their role as assignees of certain of the MCR loans. Following a trial concluded in January 2008, the jury returned verdicts against all defendants, including an award against RFC and HFN for \$4 million in compensatory damages (plus pre- and post-judgment interest and attorneys' fees) and against RFC for \$92 million in punitive damages. In a November 2010 decision, the Missouri Court of Appeals affirmed the compensatory damages but ordered a new trial on punitive damages. Upon remand, we paid \$12.8 million in compensatory damages (including interest and attorneys' fees). At the end of February 2012, RFC entered into an agreement in principle to settle all of plaintiffs' remaining claims, including plaintiffs' already-awarded attorneys' fees on appeal, for a total of \$17.3 million. The agreement was preliminarily approved on April 16, 2012. The hearing on final approval is scheduled for May 18, 2012.

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Potential Losses - Litigation, Repurchase Obligations, and Related Claims**Litigation**

As described under Legal Proceedings above, Ally and certain of its subsidiaries have been named as defendants in several cases relating to their various roles in MBS offerings.

Private-label Securitizations — Other Potential Repurchase Obligations

When our Mortgage Companies sell mortgage loans through whole-loan sales or securitizations, these entities are required to make customary representations and warranties about the loans to the purchaser and/or securitization trust. These representations and warranties relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the transaction, including compliance with underwriting standards or loan criteria established by the buyer, ability to deliver required documentation, and compliance with applicable laws. Generally, the representations and warranties described above may be enforced against the applicable Mortgage Companies at any time over the life of the loan, subject to applicable statutes of limitations and other similar limitations. Breaches of these representations and warranties have resulted in a requirement that the applicable Mortgage Companies repurchase mortgage loans. As the mortgage industry continues to experience higher repurchase requirements and additional investors begin to attempt to put back loans, a significant increase in activity beyond that experienced today could occur, resulting in additional future losses at our Mortgage Companies.

Potential Losses

We currently estimate that ResCap's reasonably possible losses over time related to the litigation matters and potential repurchase obligations and related claims described above could be between \$0 and \$4 billion over existing accruals. This estimated range is based on significant judgment and numerous assumptions that are subject to change, and which could be material. However, as a result of ResCap's current financial position, we believe ResCap's ability to pay for any such losses is very limited. Refer to Note 1 to the Condensed Consolidated Financial Statements for a discussion of reasonably possible losses in connection with a ResCap bankruptcy filing.

Other Contingencies

We are subject to potential liability under various other exposures including tax, nonrecourse loans, self-insurance, and other miscellaneous contingencies. We establish reserves for these contingencies when the item becomes probable and the costs can be reasonably estimated. The actual costs of resolving these items may be substantially higher or lower than the amounts reserved for any one item. Based on information currently available, it is the opinion of management that the eventual outcome of these items will not have a material adverse impact on our results of operations, financial position, or cash flows.

25. Subsequent Events**Declaration of Quarterly Dividend Payments**

On April 4, 2012, the Ally Board of Directors declared quarterly dividend payments on certain outstanding preferred stock. This included a cash dividend of \$1.125 per share, or a total of \$134 million, on Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series F-2; a cash dividend of \$17.50 per share, or a total of \$45 million, on Fixed Rate Cumulative Perpetual Preferred Stock, Series G; and a cash dividend of \$0.53 per share, or a total of \$22 million, on Fixed Rate/Floating Rate Perpetual Preferred Stock, Series A. The dividends are payable on May 15, 2012.

Chrysler Exclusivity Agreement

We are currently party to an agreement with Chrysler, pursuant to which Chrysler is obligated to provide us with exclusivity privileges related to certain of its retail financing subvention programs. On April 25, 2012, Chrysler provided us with notification of non-renewal, and as a result the agreement will expire on April 30, 2013.

Management's Discussion and Analysis

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Selected Financial Data

The selected historical financial information set forth below should be read in conjunction with Management's Discussion and Analysis (MD&A) of Financial Condition and Results of Operations, our Condensed Consolidated Financial Statements, and the Notes to Condensed Consolidated Financial Statements. The historical financial information presented may not be indicative of our future performance.

The following table presents selected statement of income data.

| (\$ in millions) | Three months ended March 31, | |
|---|------------------------------|----------|
| | 2012 | 2011 |
| Total financing revenue and other interest income | \$ 2,400 | \$ 2,478 |
| Interest expense | 1,438 | 1,664 |
| Depreciation expense on operating lease assets | 293 | 270 |
| Net financing revenue | 669 | 544 |
| Total other revenue | 1,187 | 1,008 |
| Total net revenue | 1,856 | 1,552 |
| Provision for loan losses | 140 | 113 |
| Total noninterest expense | 1,350 | 1,340 |
| Income from continuing operations before income tax expense (benefit) | 366 | 99 |
| Income tax expense (benefit) from continuing operations | 64 | (70) |
| Net income from continuing operations | 302 | 169 |
| Income (loss) from discontinued operations, net of tax | 8 | (23) |
| Net income | \$ 310 | \$ 146 |
| Basic and diluted earnings per common share: | | |
| Net income (loss) from continuing operations | \$ 76 | \$ (2) |
| Net income (loss) | 82 | (19) |
| Non-GAAP financial measures (a): | | |
| Net income | \$ 310 | \$ 146 |
| Add: Original issue discount amortization expense (b) | 108 | 326 |
| Add: Income tax expense (benefit) from continuing operations | 64 | (70) |
| Less: Income (loss) from discontinued operations, net of tax | 8 | (23) |
| Core pretax income (a) | \$ 474 | \$ 425 |

- (a) Core pretax income is not a financial measure defined by accounting principles generally accepted in the United States of America (GAAP). We define core pretax income as earnings from continuing operations before income taxes, original issue discount amortization expense primarily associated with our 2008 bond exchange, and the gain on extinguishment of debt related to the 2008 bond exchange. We believe that the presentation of core pretax income is useful information for the users of our financial statements in understanding the earnings from our core businesses. In addition, core pretax income is the primary measure that management uses to assess the performance of our operations. We believe that core pretax income is a useful alternative measure of our ongoing profitability and performance, when viewed in conjunction with GAAP measures. The presentation of this additional information is not a substitute for net income determined in accordance with GAAP.
- (b) Primarily represents original issue discount amortization expense associated with the 2008 bond exchange, including accelerated amortization of \$30 million for the three months ended March 31, 2011 that was reported as a loss on extinguishment of debt in the Condensed Consolidated Statement of Comprehensive Income.

Management's Discussion and Analysis

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The following table presents selected balance sheet and ratio data.

| (\$ in millions) | At and for the three months ended March 31, | |
|--|--|------------|
| | 2012 | 2011 |
| Selected period-end balance sheet data: | | |
| Total assets | \$ 186,350 | \$ 173,704 |
| Long-term debt | \$ 93,990 | \$ 88,139 |
| Preferred stock/interests | \$ 6,940 | \$ 6,940 |
| Total equity | \$ 19,667 | \$ 20,407 |
| Financial ratios | | |
| Efficiency ratio (a) | 72.74% | 86.34% |
| Core efficiency ratio (a) | 68.74% | 71.35% |
| Return on assets | | |
| Net income from continuing operations | 0.66% | 0.39% |
| Net income | 0.68% | 0.34% |
| Core pretax income | 1.03% | 0.99% |
| Return on equity | | |
| Net income from continuing operations | 6.24% | 3.36% |
| Net income | 6.40% | 2.90% |
| Core pretax income | 9.78% | 8.45% |
| Equity to assets | 10.56% | 11.72% |
| Net interest spread (b) | 1.24% | 0.85% |
| Net interest spread excluding original issue discount (b) | 1.60% | 1.86% |
| Net yield on interest-earning assets (c) | 1.67% | 1.46% |
| Net yield on interest-earning assets excluding original issue discount (c) | 1.94% | 2.26% |
| Regulatory capital ratios | | |
| Tier 1 capital (to risk-weighted assets) (d) | 13.50% | 14.68% |
| Total risk-based capital (to risk-weighted assets) (e) | 14.53% | 15.97% |
| Tier 1 leverage (to adjusted quarterly average assets) (f) | 11.65% | 12.78% |
| Total equity | \$ 19,667 | \$ 20,407 |
| Goodwill and certain other intangibles | (494) | (533) |
| Unrealized gains and other adjustments | (317) | (272) |
| Trust preferred securities | 2,542 | 2,541 |
| Tier 1 capital (d) | 21,398 | 22,143 |
| Preferred equity | (6,940) | (6,940) |
| Trust preferred securities | (2,542) | (2,541) |
| Tier 1 common capital (non-GAAP) (g) | \$ 11,916 | \$ 12,662 |
| Risk-weighted assets (h) | \$ 158,460 | \$ 150,814 |
| Tier 1 common (to risk-weighted assets) (g) | 7.52% | 8.40% |

- (a) The efficiency ratio equals total other noninterest expense divided by total net revenue. The core efficiency ratio equals total other noninterest expense divided by total net revenue excluding original issue discount amortization expense.
- (b) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities, excluding discontinued operations for the periods shown.
- (c) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.
- (d) Tier 1 capital generally consists of common equity, minority interests, qualifying noncumulative preferred stock, and the fixed rate cumulative preferred stock sold to Treasury under TARP, less goodwill and other adjustments.
- (e) Total risk-based capital is the sum of Tier 1 and Tier 2 capital. Tier 2 capital generally consists of preferred stock not qualifying as Tier 1 capital, limited amounts of subordinated debt and the allowance for loan losses, and other adjustments. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital.
- (f) Tier 1 leverage equals Tier 1 capital divided by adjusted quarterly average total assets (which reflects adjustments for disallowed goodwill and certain intangible assets). The minimum Tier 1 leverage ratio is 3% or 4% depending on factors specified in the regulations.
- (g) We define Tier 1 common as Tier 1 capital less noncommon elements, including qualifying perpetual preferred stock, minority interest in subsidiaries, trust preferred securities, and mandatorily convertible preferred securities. Ally considers various measures when evaluating capital utilization and adequacy, including the Tier 1 common equity ratio, in addition to capital ratios defined by banking regulators. This calculation is intended to complement the capital ratios defined by banking regulators for both absolute and comparative purposes. Because GAAP does not include capital ratio measures, Ally believes there are no comparable GAAP financial measures to these ratios. Tier 1 common equity is not formally defined by GAAP or codified in the federal banking regulations and, therefore, is considered to be a non-GAAP financial measure. Ally believes the Tier 1 common equity ratio is important because we believe analysts and banking regulators may assess our capital adequacy using this ratio. Additionally, presentation of this measure allows readers to compare certain aspects of our capital adequacy on the same basis to other companies in the industry.
- (h) Risk-weighted assets are defined by regulation and are determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories.

Management's Discussion and Analysis

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Overview

Ally Financial Inc. (formerly GMAC Inc.) is a leading, independent, globally diversified, financial services firm. Founded in 1919, we are a leading automotive financial services company with over 90 years experience providing a broad array of financial products and services to automotive dealers and their customers. We are also one of the largest residential mortgage companies in the United States. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (online and telephonic) banking market.

Discontinued Operations

During 2011, we committed to sell certain operations of our International Automotive Finance operations, Insurance operations, and Mortgage Legacy Portfolio and Other operations, and have classified certain of these operations as discontinued. For all periods presented, all of the operating results for these operations were removed from continuing operations. Refer to Note 2 to the Condensed Consolidated Financial Statements for additional information regarding our discontinued operations.

Primary Lines of Business

Our primary lines of business are Global Automotive Services and Mortgage operations. The following table summarizes the operating results excluding discontinued operations of each line of business for the three months ended March 31, 2012 and 2011. Operating results for each of the lines of business are more fully described in the MD&A sections that follow.

| (\$ in millions) | Three months ended March 31, | | |
|--|---------------------------------|----------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Total net revenue (expense) | | | |
| Global Automotive Services | | | |
| North American Automotive Finance operations | \$ 854 | \$ 927 | (8) |
| International Automotive Finance operations | 230 | 224 | 3 |
| Insurance operations | 468 | 485 | (4) |
| Mortgage | | | |
| Origination and Servicing operations | 554 | 323 | 72 |
| Legacy Portfolio and Other operations | 50 | 90 | (44) |
| Corporate and Other | (300) | (497) | 40 |
| Total | \$ 1,856 | \$ 1,552 | 20 |
| Income (loss) from continuing operations before income tax expense (benefit) | | | |
| Global Automotive Services | | | |
| North American Automotive Finance operations | \$ 442 | \$ 518 | (15) |
| International Automotive Finance operations | 45 | 31 | 45 |
| Insurance operations | 124 | 131 | (5) |
| Mortgage | | | |
| Origination and Servicing operations | 217 | 85 | 155 |
| Legacy Portfolio and Other operations | (26) | (42) | 38 |
| Corporate and Other | (436) | (624) | 30 |
| Total | \$ 366 | \$ 99 | n/m |

n/m = not meaningful

- Our Global Automotive Services operations offer a wide range of financial services and products to retail automotive consumers and automotive dealerships. Our Global Automotive Services consist of three separate reportable segments — North American Automotive Finance operations, International Automotive Finance operations, and Insurance operations. Our North American Automotive Finance operations include the automotive activities of Ally Bank and ResMor Trust. Our automotive finance services include acquiring or providing retail installment sales contracts, loans, and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services.

Our Insurance operations offer both consumer finance and insurance products sold primarily through the automotive dealer channel and commercial insurance products sold to dealers. As part of our focus on offering dealers a broad range of consumer finance and insurance products, we provide vehicle service contracts, and maintenance coverage.

We have significantly streamlined our international presence to focus on strategic operations in five core markets: Germany, the United Kingdom, Brazil, Mexico, and China through our joint venture, GMAC-SAIC Automotive Finance Company Limited (GMAC-SAIC).

Management's Discussion and Analysis

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On April 25, 2012, Chrysler provided us with notification of nonrenewal for the existing agreement governing the exclusivity privileges related to certain of its retail financing subvention programs (for further discussion on our agreement, refer to our Annual Report on Form 10-K for the year ended December 31, 2011, Item 1, Business - Manufacturer Relationships). As a result of this notification, the agreement will expire on April 30, 2013. The nonrenewal of the existing contract does not preclude the two companies from continuing to work together in the future.

On March 22, 2012, we announced that MG Motor UK selected Ally as the preferred wholesale provider for dealerships in the United Kingdom. This agreement expands on the existing preferred retail financing relationship established in 2011.

- Our mortgage business is a leading originator and servicer of residential mortgage loans in the United States. We report our Mortgage operations as two distinct segments: (1) Origination and Servicing operations and (2) Legacy Portfolio and Other operations. These operations are conducted through the mortgage operations of Ally Bank and subsidiaries of the Residential Capital, LLC (ResCap) legal entity.

Our Origination and Servicing operations consist of originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States. We are one of the largest residential mortgage loan servicers in the United States, and we provide collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We finance our mortgage loan originations primarily in Ally Bank. We sell the conforming mortgages we originate or purchase in sales that take the form of securitizations guaranteed by the Federal National Mortgage Association (Fannie Mae) or the Federal Home Loan Mortgage Corporation (Freddie Mac), and we sell government-insured mortgage loans we originate or purchase in securitizations guaranteed by the Government National Mortgage Association (Ginnie Mae). We also selectively originate prime jumbo mortgage loans.

Our Legacy Portfolio and Other operations primarily consist of loans originated prior to January 1, 2009, and includes noncore business activities including discontinued operations, portfolios in runoff, our mortgage reinsurance business, and cash held in the ResCap legal entity. These activities, all of which we have discontinued, included, among other things: lending to real estate developers and homebuilders in the United States and the United Kingdom; and purchasing, selling, and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans originated subsequent to January 1, 2009, which are included in our Origination and Servicing operations) in both the United States and internationally.

ResCap did not make a semi-annual interest payment that was due on April 17, 2012, related to \$473 million of unsecured debt principal, which matures in 2013. The interest due was \$20 million. The indenture provides that a failure to pay interest on an interest payment date does not become an event of default unless such failure continues for a period of 30 days. ResCap has significant additional near-term interest and principal payments on its outstanding debt securities and credit facilities. Ally or ResCap may take additional actions with respect to ResCap as each party deems appropriate. These actions may include, among others, Ally providing or declining to provide additional liquidity and capital support for ResCap; Ally purchasing assets from ResCap; asset sales by ResCap to third parties, or other business reorganization or similar action by ResCap with respect to all or part of ResCap and/or its affiliates. This may include a reorganization under bankruptcy laws, which ResCap is actively considering. Refer to Note 1 for further details on ResCap.

- Corporate and Other primarily consists of our centralized corporate treasury and deposit gathering activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, most notably from the December 2008 bond exchange, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes our Commercial Finance Group, certain equity investments, and reclassifications and eliminations between the reportable operating segments. Our Commercial Finance Group provides senior secured commercial-lending products to small and medium sized businesses primarily in the United States.

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Consolidated Results of Operations

The following table summarizes our consolidated operating results excluding discontinued operations for the periods shown.

| (\$ in millions) | Three months ended March 31, | | |
|--|------------------------------|---------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing revenue | | | |
| Total financing revenue and other interest income | \$ 2,400 | \$ 2,478 | (3) |
| Interest expense | 1,438 | 1,664 | 14 |
| Depreciation expense on operating lease assets | 293 | 270 | (9) |
| Net financing revenue | 669 | 544 | 23 |
| Other revenue | | | |
| Net servicing income | 319 | 270 | 18 |
| Insurance premiums and service revenue earned | 375 | 399 | (6) |
| Gain on mortgage and automotive loans, net | 126 | 90 | 40 |
| Loss on extinguishment of debt | — | (39) | 100 |
| Other gain on investments, net | 90 | 84 | 7 |
| Other income, net of losses | 277 | 204 | 36 |
| Total other revenue | 1,187 | 1,008 | 18 |
| Total net revenue | 1,856 | 1,552 | 20 |
| Provision for loan losses | 140 | 113 | (24) |
| Noninterest expense | | | |
| Compensation and benefits expense | 475 | 424 | (12) |
| Insurance losses and loss adjustment expenses | 159 | 170 | 6 |
| Other operating expenses | 716 | 746 | 4 |
| Total noninterest expense | 1,350 | 1,340 | (1) |
| Income from continuing operations before income tax expense (benefit) | 366 | 99 | n/m |
| Income tax expense (benefit) from continuing operations | 64 | (70) | (191) |
| Net income from continuing operations | \$ 302 | \$ 169 | 79 |

n/m = not meaningful

We earned net income from continuing operations of \$302 million for the three months ended March 31, 2012, compared to net income from continuing operations of \$169 million for the three months ended March 31, 2011. Net income from continuing operations for the three months ended March 31, 2012, was favorably impacted by a decrease in interest expense related to bond maturities and normal monthly amortization, an increase in consumer automotive financing revenue driven primarily by strong origination volume during 2011, and higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs. The increase was partially offset by higher income tax expense.

Total financing revenue and other interest income decreased by 3% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease at our Mortgage Legacy Portfolio and Other operations resulted from a decline in average asset levels due to portfolio runoff and loan sales. Operating lease revenue at our North Automotive Finance operations decreased due to lower levels of lease units outstanding during the quarter, primarily driven by the continued wind-down of legacy lease assets. These declines were partially offset by an increase in consumer financing revenue at our North American Automotive operations driven primarily by strong loan origination volume during 2011, resulting primarily from increased volumes of used vehicle automotive financing and higher automotive industry sales.

Interest expense decreased 14% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily due to lower OID amortization expense of \$188 million related to bond maturities and normal monthly amortization.

Depreciation expense on operating lease assets increased 9% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to lower lease remarketing gains as a result of lower lease termination volume.

Net servicing income was \$319 million for the three months ended March 31, 2012, compared to \$270 million for the same period in 2011. The servicing valuation in 2011 was unfavorably impacted by an adjustment related to higher servicing costs related to enhanced foreclosure procedures, establishment of single point of contact, and other processes to comply with the Consent Order. The increase was also due to favorable market movement.

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Insurance premiums and service revenue earned decreased 6% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily due to lower insurance premiums and service revenue earned resulting from declining U.S. extended service contracts written between 2007 and 2009 due to lower domestic vehicle sales volume.

Gain on mortgage and automotive loans increased 40% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to higher mortgage loan margins due to change in channel mix.

Loss on extinguishment of debt decreased \$39 million for the three months ended March 31, 2012, compared to the same period in 2011. The activity in 2011 included \$30 million of accelerated amortization of original issue discount related to the extinguishment of certain Ally debt.

Other income, net of losses, increased 36% for the three months ended March 31, 2012, compared to the same period in 2011. The increase for the three months ended March 31, 2012, was primarily due to higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs.

The provision for loan losses was \$140 million for the three months ended March 31, 2012, compared to \$113 million for the same period in 2011. The increase in the three months ended March 31, 2012, reflected continued growth in the consumer and commercial automotive portfolios and a lower reserve release from the ongoing runoff of our legacy mortgage portfolio.

Compensation and benefits expense increased 12% for the three months ended March 31, 2012, compared to the same period in 2011. The increase was primarily related to a revaluation adjustment of our share-based compensation awards and an increase in headcount at Mortgage Origination and Servicing operations due to higher consumer-lending production.

Other operating expenses decreased 4% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to lower advertising and marketing expenses and lower vehicle remarketing and repossession expense, partially offset by higher professional services expense.

Income tax expense from continuing operations was \$64 million for the three months ended March 31, 2012, compared to an income tax benefit of \$70 million for the same period in 2011. The increase in income tax expense during the three months ended March 31, 2012, compared to the same period in 2011, was due to the 2011 benefit being largely driven by a \$101 million income tax benefit on a reversal of valuation allowance on net deferred tax assets in one of our Canadian subsidiaries that was not a recurring event in 2012.

In calculating the provision for income taxes, we apply an estimated annual effective tax rate to year-to-date ordinary income. We have a full valuation allowance against our domestic net deferred tax assets and certain international net deferred tax assets. Accordingly, tax expense is driven by foreign income taxes on pretax profits within our foreign operations and U.S. state income taxes in states where profitable subsidiaries are required to file separately from other loss companies in the group or where the use of prior losses is restricted.

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Global Automotive Services

Results for Global Automotive Services are presented by reportable segment, which includes our North American Automotive Finance operations, our International Automotive Finance operations, and our Insurance operations.

Our Global Automotive Services operations offer a wide range of financial services and insurance products to retail automotive consumers and automotive dealerships. Our automotive finance services include acquiring or providing retail installment sales contracts, loans and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services. We also are a leading provider of vehicle service contracts with mechanical breakdown and maintenance coverages, and we provide commercial insurance primarily covering dealers' wholesale vehicle inventory.

North American Automotive Finance Operations

Results of Operations

The following table summarizes the operating results of our North American Automotive Finance operations for the periods shown. North American Automotive Finance operations consist of automotive financing in the United States and Canada and include the automotive activities of Ally Bank and ResMor Trust. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

| (\$ in millions) | Three months ended March 31, | | |
|---|------------------------------|------------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing revenue | | | |
| Consumer | \$ 763 | \$ 668 | 14 |
| Commercial | 322 | 326 | (1) |
| Loans held-for-sale | 5 | — | 100 |
| Operating leases | 536 | 651 | (18) |
| Other interest income | 18 | 23 | (22) |
| Total financing revenue and other interest income | 1,644 | 1,668 | (1) |
| Interest expense | 578 | 582 | 1 |
| Depreciation expense on operating lease assets | 291 | 268 | (9) |
| Net financing revenue | 775 | 818 | (5) |
| Other revenue | | | |
| Servicing fees | 30 | 45 | (33) |
| Other income | 49 | 64 | (23) |
| Total other revenue | 79 | 109 | (28) |
| Total net revenue | 854 | 927 | (8) |
| Provision for loan losses | 78 | 46 | (70) |
| Noninterest expense | | | |
| Compensation and benefits expense | 119 | 116 | (3) |
| Other operating expenses | 215 | 247 | 13 |
| Total noninterest expense | 334 | 363 | 8 |
| Income before income tax expense (benefit) | \$ 442 | \$ 518 | (15) |
| Total assets | \$ 102,894 | \$ 87,662 | 17 |
| Operating data | | | |
| Retail Originations | \$ 8,927 | \$ 10,140 | (12) |
| Lease Originations | 1,619 | 2,219 | (27) |

Our North American Automotive Finance operations earned income before income tax expense of \$442 million for the three months ended March 31, 2012, compared to \$518 million for the three months ended March 31, 2011. The decrease in 2012 was primarily driven by lower operating lease remarketing gains due to lower termination volume, the run-off of legacy lease assets, lower servicing fees and remarketing fee income, and higher provision expense for loan losses. These declines were partially offset by increased consumer financing revenue driven by strong origination volume and lower operating expenses.

Consumer financing revenue increased 14% for the three months ended March 31, 2012, compared to the same period in 2011, due to an increase in consumer asset levels primarily related to strong loan origination volume, resulting primarily from increased volumes of used

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vehicle automotive financing and higher automotive industry sales. Additionally, we continue to prudently expand our nonprime origination volume. The increase in consumer revenue from volume was partially offset by lower yields as a result of the competitive market environment for automotive financing.

Operating lease revenue decreased 18% for the three months ended March 31, 2012, compared to the same period in 2011, due to lower levels of lease units outstanding during the quarter, primarily driven by the continued wind-down of legacy lease assets.

Depreciation expense on operating lease assets increased 9% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to lower lease remarketing gains as a result of lower lease termination volume.

Servicing fee income decreased 33% for the three months ended March 31, 2012 compared to the same period in 2011, due to lower levels of off-balance sheet retail serviced assets driven by a reduction of whole-loan sales.

Other income decreased 23% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to lower remarketing fee income driven by lower remarketing volumes through our proprietary SmartAuction platform. While we continue to grow our diversified remarketing volumes with third parties, the growth was offset by reductions in remarketing volume from our off-lease vehicles and repossessed assets.

The provision for loan losses was \$78 million for the three months ended March 31, 2012, compared to \$46 million for the same period in 2011. The increase for the three months ended March 31, 2012, was primarily due to continued growth in consumer and commercial loans. Overall portfolio credit quality remains strong and continues to benefit from favorable pricing in the used vehicle market.

Other operating expenses decreased 13% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was a result of lower expense related to automotive manufacturer exclusivity arrangements and lower costs associated with reduced lease termination volumes, including lower vehicle remarketing expenses.

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International Automotive Finance Operations

Results of Operations

The following table summarizes the operating results of our International Automotive Finance operations excluding discontinued operations for the periods shown. The amounts presented are before the elimination of balances and transactions with our other reportable segments and include eliminations of balances and transactions among our North American Automotive Finance operations and Insurance operations.

| (\$ in millions) | Three months ended March 31, | | |
|--|------------------------------|------------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing revenue | | | |
| Consumer | \$ 304 | \$ 287 | 6 |
| Commercial | 93 | 104 | (11) |
| Operating leases | 4 | 4 | — |
| Other interest income | 17 | 26 | (35) |
| Total financing revenue and other interest income | 418 | 421 | (1) |
| Interest expense | 252 | 253 | — |
| Depreciation expense on operating lease assets | 2 | 2 | — |
| Net financing revenue | 164 | 166 | (1) |
| Other revenue | | | |
| Other income | 66 | 58 | 14 |
| Total other revenue | 66 | 58 | 14 |
| Total net revenue | 230 | 224 | 3 |
| Provision for loan losses | 47 | 37 | (27) |
| Noninterest expense | | | |
| Compensation and benefits expense | 44 | 44 | — |
| Other operating expenses | 94 | 112 | 16 |
| Total noninterest expense | 138 | 156 | 12 |
| Income from continuing operations before income tax expense (benefit) | \$ 45 | \$ 31 | 45 |
| Total assets | \$ 16,054 | \$ 16,295 | (1) |
| Operating data | | | |
| Consumer originations (a) (b) | \$ 2,294 | \$ 1,898 | 21 |

(a) Represents consumer originations for continuing operations only.

(b) Includes vehicles financed through our joint venture GMAC-SAIC, which is recorded as other income. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

Our International Automotive Finance operations earned income from continuing operations before income tax expense of \$45 million during the three months ended March 31, 2012, compared to \$31 million during the three months ended March 31, 2011. The increase for the three months ended March 31, 2012, was primarily a result of lower operating expenses driven by lower legal costs in Latin America, our continued focus on cost reduction, and higher income earned from our China joint venture.

Total financing revenue and other interest income decreased \$3 million during the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily due to unfavorable movements in foreign-currency exchange rates on our consumer and commercial portfolios, which were partially offset by stronger originations, primarily in Brazil.

Other income increased 14% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to higher earnings from our China joint venture and higher income on other assets in Brazil.

The provision for loan losses increased \$10 million for the three months ended March 31, 2012, compared to the same period in 2011. The increase in provision is related to increased reserves as a result of a cautious economic outlook in Europe and Latin America.

Other operating expenses decreased 16% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to lower legal expenses in Latin America.

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Automotive Financing Volume

Consumer Automotive Financing Volume

The following table summarizes our new and used vehicle consumer financing volume and our share of consumer sales.

| Three months ended March 31, (units in thousands) | Ally consumer automotive financing volume | | % Share of consumer sales | |
|---|--|------------|------------------------------|------|
| | 2012 | 2011 | 2012 | 2011 |
| GM new vehicles | | | | |
| North America | 157 | 266 | 32 | 51 |
| International (excluding China) (a) | 97 | 75 | 30 | 24 |
| China (b) | 24 | 25 | 8 | 10 |
| Total GM new units financed | 278 | 366 | | |
| Chrysler new vehicles | | | | |
| North America | 82 | 75 | 26 | 30 |
| International (excluding China) | — | — | | |
| Total Chrysler new units financed | 82 | 75 | | |
| Other non-GM / Chrysler new vehicles | | | | |
| North America | 21 | 19 | | |
| International (excluding China) | 1 | 1 | | |
| China (b) | 23 | 21 | | |
| Total other non-GM / Chrysler new units financed | 45 | 41 | | |
| Used vehicles | | | | |
| North America | 141 | 125 | | |
| International (excluding China) | 10 | 9 | | |
| China (b) | — | — | | |
| Total used units financed | 151 | 134 | | |
| Total consumer automotive financing volume | 556 | 616 | | |

(a) Excludes financing volume and GM consumer sales of discontinued operations, as well as GM consumer sales for other countries in which GM operates and in which we have no financing volume.

(b) Represents vehicles financed through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

The decline in consumer automotive financing volume during the three months ended March 31, 2012, compared to the same period in 2011, was primarily driven by lower retail penetration at both GM and Chrysler in North America. Despite the overall decrease between periods, both used and diversified originations increased due to our continued strategic focus within these markets. The decrease in North American GM penetration was due to a change in automotive manufacturers' incentive strategy and a decrease in Ally-exclusive incentives. The decrease in North American Chrysler penetration was the result of increased competition. The increases and favorable penetration levels in our International operations were primarily due to aggressive manufacturer marketing incentive programs coupled with existing Ally campaigns and more competitive pricing.

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Manufacturer Marketing Incentives

The following table presents the percentage of retail and lease contracts acquired by us that included rate support from GM.

| Three months ended March 31, | 2012 | 2011 |
|--|------|------|
| GM subvented volume in North America | | |
| As % of GM North American new retail and lease volume acquired by Ally | 62% | 46% |
| As % of total North American new and used retail and lease volume acquired by Ally | 24% | 25% |
| GM subvented International (excluding China) volume (a) | | |
| As % of GM International new retail and lease volume acquired by Ally | 71% | 61% |
| As % of total International new and used retail and lease volume acquired by Ally | 64% | 54% |
| GM subvented volume in China (b) | | |
| As % of GM China new retail and lease volume acquired by Ally | 2% | 1% |
| As % of total China new and used retail and lease volume acquired by Ally | 1% | 1% |

(a) Represents subvention for continuing operations only.

(b) Represents vehicles financed through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

The following table presents the percentage of Chrysler subvented retail and lease volume acquired by Ally.

| Three months ended March 31, | 2012 | 2011 |
|--|------|------|
| Chrysler subvented volume in North America | | |
| As % of Chrysler North American new retail and lease volume acquired by Ally | 50% | 48% |
| As % of total North American new and used retail and lease volume acquired by Ally | 10% | 7% |

During the three months ended March 31, 2012, North American retail contracts acquired that included rate subvention from GM and Chrysler increased as a percentage of total new retail contracts acquired as compared to the same period in 2011 due to a change in the mix of manufacturer marketing incentives away from non-rate programs. International retail contracts acquired from GM that included rate and residual subvention increased as a result of aggressive GM campaigns in various international markets.

For further discussion of our manufacturing marketing incentives, refer to our Annual Report on Form 10-K for the year ended December 31, 2011, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations — Automotive Finance Operations.

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Commercial Wholesale Financing Volume

The following table summarizes the average balances of our commercial wholesale floorplan finance receivables of new and used vehicles and share of dealer inventory in markets where we operate.

| Three months ended March 31, (\$ in millions) | Average balance | | % Share of dealer inventory | |
|--|------------------|------------------|-----------------------------|------|
| | 2012 | 2011 | 2012 | 2011 |
| GM new vehicles | | | | |
| North America (a) | \$ 16,243 | \$ 15,413 | 72 | 84 |
| International (excluding China) (b) (c) | 4,204 | 3,830 | 77 | 76 |
| China (b) (d) | 1,443 | 884 | 80 | 81 |
| Total GM new vehicles financed | 21,890 | 20,127 | | |
| Chrysler new vehicles | | | | |
| North America (a) | 7,755 | 7,182 | 60 | 68 |
| International | 20 | 21 | | |
| Total Chrysler new vehicles financed | 7,775 | 7,203 | | |
| Other non-GM / Chrysler new vehicles | | | | |
| North America | 2,365 | 2,215 | | |
| International (excluding China) | 72 | 131 | | |
| China (d) | 5 | — | | |
| Total other non-GM / Chrysler new vehicles financed | 2,442 | 2,346 | | |
| Used vehicles | | | | |
| North America | 3,215 | 3,076 | | |
| International (excluding China) | 169 | 135 | | |
| Total used vehicles financed | 3,384 | 3,211 | | |
| Total commercial wholesale finance receivables | \$ 35,491 | \$ 32,887 | | |

(a) Share of dealer inventory based on a 4 month average of dealer inventory (excludes in-transit units).

(b) Share of dealer inventory based on wholesale financing share of GM shipments.

(c) Excludes commercial wholesale finance receivables and dealer inventory of discontinued and wind-down operations as well as dealer inventory for other countries in which GM operates and we had no commercial wholesale finance receivables.

(d) Represents vehicles financed through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

Commercial wholesale financing average volume increased for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to growing dealer inventories required to support increasing global automobile sales. North American GM and Chrysler wholesale penetration decreased for the three months ended March 31, 2012, compared to the same period in 2011, due to increased competition in the wholesale marketplace.

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Insurance Operations

Results of Operations

The following table summarizes the operating results of our Insurance operations excluding discontinued operations for the periods shown. The amounts presented are before the elimination of balances and transactions with our other operating segments.

| (\$ in millions) | Three months ended March 31, | | |
|--|------------------------------|-----------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Insurance premiums and other income | | | |
| Insurance premiums and service revenue earned | \$ 371 | \$ 393 | (6) |
| Investment income | 82 | 79 | 4 |
| Other income | 15 | 13 | 15 |
| Total insurance premiums and other income | 468 | 485 | (4) |
| Expense | | | |
| Insurance losses and loss adjustment expenses | 155 | 157 | 1 |
| Acquisition and underwriting expense | | | |
| Compensation and benefits expense | 25 | 27 | 7 |
| Insurance commissions expense | 116 | 122 | 5 |
| Other expenses | 48 | 48 | — |
| Total acquisition and underwriting expense | 189 | 197 | 4 |
| Total expense | 344 | 354 | 3 |
| Income from continuing operations before income tax expense (benefit) | \$ 124 | \$ 131 | (5) |
| Total assets | \$ 8,394 | \$ 9,024 | (7) |
| Insurance premiums and service revenue written | \$ 373 | \$ 374 | — |
| Combined ratio (a) | 89.7% | 87.4% | |

(a) Management uses a combined ratio as a primary measure of underwriting profitability with its components measured using accounting principles generally accepted in the United States of America. Underwriting profitability is indicated by a combined ratio under 100% and is calculated as the sum of all incurred losses and expenses (excluding interest and income tax expense) divided by the total of premiums and service revenues earned and other income.

Our Insurance operations earned income from continuing operations before income tax expense of \$124 million for the three months ended March 31, 2012, compared to \$131 million for the three months ended March 31, 2011. The decrease was primarily attributable to lower insurance premiums and service revenue earned.

Total insurance premiums and other income decreased 4% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily due to lower insurance premiums and service revenue earned resulting from declining U.S. extended service contracts written between 2007 and 2009 due to lower domestic vehicle sales volume.

Insurance losses and loss adjustment expenses totaled \$155 million for the three months ended March 31, 2012, compared to \$157 million for the three months ended March 31, 2011. The decrease was driven primarily by decreased volume of our U.S. extended service contracts. This decrease was partially offset by higher weather-related losses in the United States on our dealer inventory insurance products.

Acquisition and underwriting expense decreased 4% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily due to lower commissions expense in our U.S. dealership-related products matching our decrease in earned premiums.

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The following table shows premium and service revenue written by insurance product.

| (\$ in millions) | Three months ended March 31, | |
|---------------------------------|------------------------------|--------|
| | 2012 | 2011 |
| Vehicle service contracts | | |
| New retail | \$ 94 | \$ 90 |
| Used retail | 134 | 129 |
| Reinsurance | (31) | (25) |
| Total vehicle service contracts | 197 | 194 |
| Wholesale | 20 | 22 |
| Other finance and insurance (a) | 33 | 30 |
| North American operations | 250 | 246 |
| International operations | 123 | 128 |
| Total | \$ 373 | \$ 374 |

(a) Other finance and insurance includes Guaranteed Automobile Protection (GAP) coverage, excess wear and tear, and other ancillary products.

Insurance premiums and service revenue written was \$373 million for the three months ended March 31, 2012, compared to \$374 million for the same period in 2011. Vehicle service contract revenue is earned over the life of the service contract on a basis proportionate to the anticipated cost pattern. As such, the majority of earnings from vehicle service contracts written during the three months ended March 31, 2012, will be recognized as income in future periods.

Cash and Investments

A significant aspect of our Insurance operations is the investment of proceeds from premiums and other revenue sources. We use these investments to satisfy our obligations related to future claims at the time these claims are settled. Our Insurance operations have an Investment Committee, which develops guidelines and strategies for these investments. The guidelines established by this committee reflect our risk tolerance, liquidity requirements, regulatory requirements, and rating agency considerations, among other factors.

The following table summarizes the composition of our Insurance operations cash and investment portfolio at fair value.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|-------------------------------------|----------------|-------------------|
| Cash | | |
| Noninterest-bearing cash | \$ 234 | \$ 211 |
| Interest-bearing cash | 1,053 | 629 |
| Total cash | 1,287 | 840 |
| Available-for-sale securities | | |
| Debt securities | | |
| U.S. Treasury and federal agencies | 398 | 496 |
| Foreign government | 758 | 678 |
| Mortgage-backed | 466 | 590 |
| Asset-backed | 137 | 95 |
| Corporate debt | 1,551 | 1,491 |
| Other debt | 21 | 23 |
| Total debt securities | 3,331 | 3,373 |
| Equity securities | 969 | 1,054 |
| Total available-for-sale securities | 4,300 | 4,427 |
| Total cash and securities | \$ 5,587 | \$ 5,267 |

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Mortgage Operations

Our Mortgage operations include the ResCap legal entity and the mortgage operations of Ally Bank (Refer to Note 1 for further details on ResCap). Results from continuing operations for our Mortgage operations are presented by reportable segment, which includes our Origination and Servicing operations and our Legacy Portfolio and Other operations.

Origination and Servicing Operations

Results of Operations

The following table summarizes the operating results for our Origination and Servicing operations for the periods shown. Our Origination and Servicing operations principal activities include originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States; servicing residential mortgage loans for ourselves and others; and providing collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We also originate high-quality prime jumbo mortgage loans in the United States. We finance our mortgage loan originations primarily in Ally Bank.

| (\$ in millions) | Three months ended March 31, | | |
|---|------------------------------|------------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing revenue (loss) | | | |
| Total financing revenue and other interest income | \$ 104 | \$ 101 | 3 |
| Interest expense | 97 | 118 | 18 |
| Net financing revenue (loss) | 7 | (17) | 141 |
| Servicing fees | 281 | 312 | (10) |
| Servicing asset valuation and hedge activities, net | 9 | (87) | 110 |
| Total servicing income, net | 290 | 225 | 29 |
| Gain on mortgage loans, net | 126 | 72 | 75 |
| Other income, net of losses | 131 | 43 | n/m |
| Total other revenue | 547 | 340 | 61 |
| Total net revenue | 554 | 323 | 72 |
| Provision for loan losses | 1 | 2 | 50 |
| Noninterest expense | | | |
| Compensation and benefits expense | 86 | 65 | (32) |
| Representation and warranty expense | 11 | (2) | n/m |
| Other operating expenses | 239 | 173 | (38) |
| Total noninterest expense | 336 | 236 | (42) |
| Income before income tax expense (benefit) | \$ 217 | \$ 85 | 155 |
| Total assets | \$ 19,556 | \$ 18,714 | 4 |

n/m = not meaningful

Our Origination and Servicing operations earned income before income tax expense of \$217 million for the three months ended March 31, 2012, compared to income before income tax expense of \$85 million for the three months ended March 31, 2011. The increase was primarily driven by favorable servicing asset valuation, net of hedge, higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs, and higher net gains on the sale of mortgage loans.

Net financing revenue was \$7 million for the three months ended March 31, 2012, compared to net financing loss of \$17 million for the same period in 2011. The increase in net financing revenue was primarily due to lower funding costs.

Total servicing income, net was \$290 million for the three months ended March 31, 2012, compared to \$225 million for the same period in 2011. The servicing valuation in 2011 was unfavorably impacted by an adjustment related to higher servicing costs related to enhanced foreclosure procedures, establishment of single point of contact, and other processes to comply with the Consent Order. The increase was also due to favorable market movement.

The net gain on mortgage loans increased 75% for the three months ended March 31, 2012, compared to the same period in 2011, primarily due to higher margins due to change in channel mix.

Other income, net of losses, was \$131 million for the three months ended March 31, 2012, compared to \$43 million for the same period in 2011. The increase was primarily due to higher fee income and net origination revenue related to increased consumer mortgage lending-

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production associated with government-sponsored refinancing programs.

Total noninterest expense increased 42% for the three months ended March 31, 2012, compared to the same periods in 2011. The increase was primarily driven by higher compensation and benefits expense related to an increase in headcount due to higher consumer mortgage-lending production, higher consulting charges related to the foreclosure review process, and higher legal fees.

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Legacy Portfolio and Other Operations

Results of Operations

The following table summarizes the operating results for our Legacy Portfolio and Other operations excluding discontinued operations for the periods shown. Our Legacy Portfolio and Other operations primarily consists of loans originated prior to January 1, 2009, and includes noncore business activities, portfolios in runoff, and cash held in the ResCap legal entity (Refer to Note 1 for further details on ResCap). These activities included, among other things: lending to real estate developers and homebuilders in the United States and United Kingdom; purchasing, selling and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans) in both the United States and internationally; certain conforming origination channels closed in 2008; and our mortgage reinsurance business.

| (\$ in millions) | Three months ended March 31, | | |
|--|------------------------------|------------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing revenue | | | |
| Total financing revenue and other interest income | \$ 155 | \$ 198 | (22) |
| Interest expense | 105 | 121 | 13 |
| Net financing revenue | 50 | 77 | (35) |
| Servicing fees | (1) | (1) | — |
| Servicing asset valuation and hedge activities, net | — | — | — |
| Total servicing income, net | (1) | (1) | — |
| Gain on mortgage loans, net | 5 | 18 | (72) |
| Other income, net of losses | (4) | (4) | — |
| Total other revenue | — | 13 | (100) |
| Total net revenue | 50 | 90 | (44) |
| Provision for loan losses | 26 | 45 | 42 |
| Noninterest expense | | | |
| Compensation and benefits expense | 38 | 36 | (6) |
| Representation and warranty expense | 8 | 28 | 71 |
| Other operating expenses | 4 | 23 | 83 |
| Total noninterest expense | 50 | 87 | 43 |
| Loss from continuing operations before income tax expense (benefit) | \$ (26) | \$ (42) | 38 |
| Total assets | \$ 10,523 | \$ 12,259 | (14) |

Our Legacy Portfolio and Other operations incurred a loss from continuing operations before income tax expense of \$26 million for the three months ended March 31, 2012, compared to a loss from continuing operations before income tax expense of \$42 million for the three months ended March 31, 2011. The loss during 2012 was favorably impacted by lower representation and warranty expense and a lower provision for loan losses. Offsetting the improvement during the three months ended March 31, 2012, was lower net financing revenue related to a decline in asset levels.

Net financing revenue was \$50 million for the three months ended March 31, 2012, compared to \$77 million for the same period in 2011. The decrease was driven by lower financing revenue and other interest income due primarily to a decline in average asset levels due to portfolio runoff and loan sales in 2011. The decrease was partially offset by lower interest expense related to a reduction in average borrowings commensurate with a smaller asset base.

The net gain on mortgage loans was \$5 million for the three months ended March 31, 2012 compared to \$18 million for the same period in 2011. The decrease during 2012 was primarily due to lower sales of domestic legacy assets and lower volume of mortgage loan resolutions.

The provision for loan losses was \$26 million for the three months ended March 31, 2012, compared to \$45 million for the same period in 2011. The decrease in the provision for the three months ended March 31, 2012, reflected improved credit performance, partially offset by a lower reserve release.

Total noninterest expense decreased 43% for the three months ended March 31, 2012, compared to the same period in 2011. The decrease was primarily driven by lower representation and warranty expense and lower losses related to captive reinsurance activities.

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Mortgage Loan Production and Servicing

Mortgage loan production for our Origination and Servicing operations was \$8.6 billion for the three months ended March 31, 2012, compared to \$11.8 billion for the same period in 2011. Loan production decreased \$3.3 billion, or 27%, for the three months ended March 31, 2012, compared to the same period in 2011. The decline in loan production was largely driven by our reduced presence in the correspondent lending channel, partially offset by increased volume in our direct channels associated with government-sponsored refinancing programs.

The following tables summarize consumer mortgage loan production for our Origination and Servicing operations.

| Three months ended March 31, (\$ in millions) | 2012 | | 2011 | |
|---|-----------------|------------------------|-----------------|------------------------|
| | Number of loans | Dollar amount of loans | Number of loans | Dollar amount of loans |
| Production by product type | | | | |
| Prime conforming | 31,031 | \$ 6,643 | 45,431 | \$ 9,926 |
| Prime nonconforming | 578 | 464 | 455 | 384 |
| Prime second-lien | — | — | — | — |
| Government | 6,821 | 1,489 | 7,537 | 1,537 |
| Nonprime | — | — | — | — |
| Total U.S. production by product type | 38,430 | \$ 8,596 | 53,423 | \$ 11,847 |
| U.S. production by channel | | | | |
| Direct lending | 17,792 | \$ 3,690 | 7,014 | \$ 1,369 |
| Correspondent lender and secondary market purchases | 17,029 | 3,953 | 45,543 | 10,270 |
| Mortgage brokers | 3,609 | 953 | 866 | 208 |
| Total U.S. production by channel | 38,430 | \$ 8,596 | 53,423 | \$ 11,847 |

The following table summarizes the primary mortgage loan-servicing portfolio.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|-------------------|-------------------|
| U.S. primary servicing portfolio | | |
| Prime conforming | \$ 217,682 | \$ 226,239 |
| Prime nonconforming | 46,051 | 47,767 |
| Prime second-lien | 6,069 | 6,871 |
| Government | 48,033 | 49,027 |
| Nonprime | 20,147 | 20,753 |
| International primary servicing portfolio | 5,922 | 5,773 |
| Total primary servicing portfolio (a) | \$ 343,904 | \$ 356,430 |

(a) Excludes loans for which we acted as a subservicer. Subserviced loans totaled \$28.4 billion and \$26.4 billion at March 31, 2012, and December 31, 2011, respectively.

For more information regarding our serviced mortgage assets, refer to Note 11 to the Condensed Consolidated Financial Statements.

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Loans Outstanding

Consumer mortgage loans held-for-sale for our Origination and Servicing operations were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Prime conforming | \$ 1,402 | \$ 3,034 |
| Prime nonconforming | — | — |
| Prime second-lien | — | — |
| Government (a) | 2,969 | 3,274 |
| Nonprime | — | — |
| International | — | — |
| Total | 4,371 | 6,308 |
| Net premiums | 30 | 80 |
| Fair value option election adjustment | 28 | 87 |
| Lower-of-cost or fair value adjustment | (6) | (5) |
| Total, net | \$ 4,423 | \$ 6,470 |

(a) Includes loans subject to conditional repurchase options of \$2.3 billion and \$2.3 billion sold to Ginnie Mae-guaranteed securitizations at March 31, 2012, and December 31, 2011, respectively. The corresponding liability is recorded in accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet.

Consumer mortgage loans held-for-investment for our Origination and Servicing operations were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---------------------------------------|----------------|-------------------|
| Prime conforming | \$ — | \$ — |
| Prime nonconforming | 3,013 | 2,815 |
| Prime second-lien | — | — |
| Government | — | — |
| Nonprime | — | — |
| International | — | — |
| Total | 3,013 | 2,815 |
| Net premiums | 23 | 20 |
| Fair value option election adjustment | — | — |
| Allowance for loan losses | (18) | (16) |
| Total, net | \$ 3,018 | \$ 2,819 |

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Consumer mortgage loans held-for-sale for our Legacy Portfolio and Other operations were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Prime conforming | \$ 312 | \$ 311 |
| Prime nonconforming | 562 | 571 |
| Prime second-lien | 527 | 545 |
| Government | 22 | 20 |
| Nonprime | 546 | 561 |
| International | 43 | 17 |
| Total (a) | 2,012 | 2,025 |
| Net discounts | (306) | (301) |
| Fair value option election adjustment | (32) | (27) |
| Lower-of-cost or fair value adjustment | (50) | (55) |
| Total, net (b) | \$ 1,624 | \$ 1,642 |

- (a) Includes unpaid principal write-down of \$1.4 billion and \$1.5 billion at March 31, 2012, and December 31, 2011, respectively. The amounts are write-downs taken upon the transfer of mortgage loans from held-for-investment to held-for-sale during the fourth quarter of 2009 and charge-offs taken in accordance with our charge-off policy.
- (b) Includes loans subject to conditional repurchase options of \$99 million and \$106 million sold to off-balance sheet private-label securitizations at March 31, 2012, and December 31, 2011, respectively. The corresponding liability is recorded in accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet.

Consumer mortgage loans held-for-investment for our Legacy Portfolio and Other operations were as follows.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|---------------------------------------|----------------|-------------------|
| Prime conforming | \$ 268 | \$ 278 |
| Prime nonconforming | 5,108 | 5,254 |
| Prime second-lien | 2,104 | 2,200 |
| Government | — | — |
| Nonprime | 1,299 | 1,349 |
| International | 441 | 422 |
| Total | 9,220 | 9,503 |
| Net premiums | 17 | 18 |
| Fair value option election adjustment | (1,554) | (1,601) |
| Allowance for loan losses | (463) | (479) |
| Total, net (a) | \$ 7,220 | \$ 7,441 |

- (a) At March 31, 2012, and December 31, 2011, the carrying value of mortgage loans held-for-investment relating to securitization transactions accounted for as on-balance sheet securitizations and pledged as collateral totaled \$832 million and \$837 million, respectively. The investors in these on-balance sheet securitizations have no recourse to our other assets beyond the loans pledged as collateral other than market customary representation and warranty provisions.

Mortgage Foreclosure Matters

Refer to Note 24 to the Condensed Consolidated Financial Statements for information related to these matters.

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Corporate and Other

The following table summarizes the activities of Corporate and Other excluding discontinued operations for the periods shown. Corporate and Other primarily consists of our centralized corporate treasury and deposit gathering activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, most notably from the December 2008 bond exchange, and the residual impacts of our corporate funds-transfer pricing and treasury ALM activities. Corporate and Other also includes our Commercial Finance Group, certain equity investments, and reclassifications and eliminations between the reportable operating segments.

| (\$ in millions) | Three months ended March 31, | | |
|--|------------------------------|------------------|---|
| | 2012 | 2011 | Favorable/ (unfavorable) % change |
| Net financing loss | | | |
| Total financing revenue and other interest income | \$ 38 | \$ 47 | (19) |
| Interest expense | | | |
| Original issue discount amortization | 111 | 299 | 63 |
| Other interest expense | 274 | 270 | (1) |
| Total interest expense | 385 | 569 | 32 |
| Net financing loss | (347) | (522) | 34 |
| Other revenue | | | |
| Loss on extinguishment of debt | — | (39) | 100 |
| Other gain on investments, net | 24 | 25 | (4) |
| Other income, net of losses | 23 | 39 | (41) |
| Total other revenue | 47 | 25 | 88 |
| Total net expense | (300) | (497) | 40 |
| Provision for loan losses | (12) | (17) | (29) |
| Noninterest expense | | | |
| Compensation and benefits expense | 163 | 136 | (20) |
| Other operating expense | (15) | 8 | n/m |
| Total noninterest expense | 148 | 144 | (3) |
| Loss from continuing operations before income tax expense (benefit) | \$ (436) | \$ (624) | 30 |
| Total assets | \$ 28,929 | \$ 29,750 | (3) |

n/m = not meaningful

The following table summarizes the components of net financing losses for Corporate and Other.

| (\$ in millions) | Three months ended March 31, | |
|--|---------------------------------|-----------------|
| | 2012 | 2011 |
| Original issue discount amortization | | |
| 2008 bond exchange amortization | \$ (104) | \$ (286) |
| Other debt issuance discount amortization | (7) | (13) |
| Total original issue discount amortization (a) | (111) | (299) |
| Net impact of the funds transfer pricing methodology | | |
| Cost of liquidity | (166) | (184) |
| Funds-transfer pricing / cost of funds mismatch | (147) | (109) |
| Benefit of net non-earning assets | 58 | 41 |
| Total net impact of the funds transfer pricing methodology | (255) | (252) |
| Other (including Commercial Finance Group net financing revenue) | 19 | 29 |
| Total net financing losses for Corporate and Other | \$ (347) | \$ (522) |
| Outstanding original issue discount balance | \$ 2,093 | \$ 2,840 |

(a) Amortization is included as interest on long-term debt in the Condensed Consolidated Statement of Comprehensive Income.

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The following table presents the scheduled remaining amortization of the original issue discount at March 31, 2012.

| Year ended December 31, (\$ in millions) | 2012 (a) | 2013 | 2014 | 2015 | 2016 | 2017 and thereafter (b) | Total |
|--|----------|----------|----------|----------|----------|-------------------------|----------|
| Original issue discount | | | | | | | |
| Outstanding balance | \$ 1,853 | \$ 1,588 | \$ 1,396 | \$ 1,336 | \$ 1,272 | \$ — | |
| Total amortization (c) | 240 | 265 | 192 | 60 | 64 | 1,272 | \$ 2,093 |
| 2008 bond exchange amortization (d) | 216 | 241 | 166 | 43 | 53 | 1,125 | 1,844 |

(a) Represents the remaining future original issue discount amortization expense to be taken during 2012.

(b) The maximum annual scheduled amortization for any individual year is \$158 million in 2030 of which \$152 million is related to 2008 bond exchange amortization.

(c) The amortization is included as interest on long-term debt on the Condensed Consolidated Statement of Comprehensive Income.

(d) 2008 bond exchange amortization is included in total amortization.

Loss from continuing operations before income tax expense for Corporate and Other was \$436 million for the three months ended March 31, 2012, compared to \$624 million for the three months ended March 31, 2011. Corporate and Other's loss from continuing operations before income tax expense is driven by net financing losses, which primarily represents original issue discount amortization expense and the net impact of our FTP methodology, which includes the unallocated cost of maintaining our liquidity and investment portfolios and other unassigned funding costs and unassigned equity.

The improvement in the loss from continuing operations before income tax expense for the three months ended March 31, 2012, was primarily due to a decrease in OID amortization expense related to bond maturities and normal monthly amortization. Additionally, we incurred no accelerated amortization of OID for the three months ended March 31, 2012, compared to \$30 million for the three months ended March 31, 2011. The improvement was partially offset by an increase in compensation and benefits expense related to a revaluation adjustment of our share-based compensation awards.

Corporate and Other also includes the results of our Commercial Finance Group. Our Commercial Finance Group earned income from continuing operations before income tax expense of \$31 million for the three months ended March 31, 2012, compared to \$51 million for the three months ended March 31, 2011. The decrease was primarily due to lower net financing revenue driven by lower average asset levels.

Cash and Securities

The following table summarizes the composition of the cash and securities portfolio held at fair value by Corporate and Other.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--------------------------------------|----------------|-------------------|
| Cash | | |
| Noninterest-bearing cash | \$ 1,541 | \$ 1,768 |
| Interest-bearing cash | 9,577 | 9,781 |
| Total cash | 11,118 | 11,549 |
| Trading securities | | |
| Mortgage-backed | 863 | 589 |
| Total trading securities | 863 | 589 |
| Available-for-sale securities | | |
| Debt securities | | |
| U.S. Treasury and federal agencies | 1,046 | 1,051 |
| States and political subdivisions | 1 | 1 |
| Foreign government | 107 | 106 |
| Mortgage-backed | 6,353 | 6,722 |
| Asset-backed | 2,570 | 2,520 |
| Other debt (a) | 561 | 305 |
| Total debt securities | 10,638 | 10,705 |
| Equity securities | 4 | 4 |
| Total available-for-sale securities | 10,642 | 10,709 |
| Total cash and securities | \$ 22,623 | \$ 22,847 |

(a) Includes intersegment eliminations.

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Risk Management

Managing the risk to reward trade-off is a fundamental component of operating our businesses. Our risk management process is overseen by the Ally Board of Directors (the Board), various risk committees, and the executive leadership team. The Board sets the risk appetite across our company while the risk committees and executive leadership team identify and monitor potential risks and manage the risk to be within our risk appetite. Ally's primary risks include credit, market, lease residual, operational, liquidity, country and legal and compliance risk. For more information on our risk management process, refer to the Risk Management MD&A section of our 2011 Annual Report on Form 10-K.

Loan and Lease Exposure

The following table summarizes the exposures from our loan and lease activities.

| (\$ in millions) | March 31, 2012 | | December 31, 2011 | |
|---|----------------|---------|-------------------|---------|
| Finance receivables and loans | | | | |
| Global Automotive Services | \$ | 106,321 | \$ | 100,734 |
| Mortgage operations | | 12,208 | | 12,753 |
| Corporate and Other | | 1,289 | | 1,268 |
| Total finance receivables and loans | | 119,818 | | 114,755 |
| Held-for-sale loans | | | | |
| Global Automotive Services | | 623 | | 425 |
| Mortgage operations | | 6,047 | | 8,112 |
| Corporate and Other | | — | | 20 |
| Total held-for-sale loans | | 6,670 | | 8,557 |
| Total on-balance sheet loans | \$ | 126,488 | \$ | 123,312 |
| Off-balance sheet securitized loans | | | | |
| Global Automotive Services | \$ | — | \$ | — |
| Mortgage operations | | 316,846 | | 326,975 |
| Corporate and Other | | — | | — |
| Total off-balance sheet securitized loans | \$ | 316,846 | \$ | 326,975 |
| Operating lease assets | | | | |
| Global Automotive Services | \$ | 10,048 | \$ | 9,275 |
| Mortgage operations | | — | | — |
| Corporate and Other | | — | | — |
| Total operating lease assets | \$ | 10,048 | \$ | 9,275 |
| Serviced loans and leases | | | | |
| Global Automotive Services | \$ | 127,545 | \$ | 122,881 |
| Mortgage operations (a) | | 343,904 | | 356,430 |
| Corporate and Other | | 1,709 | | 1,762 |
| Total serviced loans and leases | \$ | 473,158 | \$ | 481,073 |

(a) Includes primary mortgage loan-servicing portfolio only.

The risks inherent in our loan and lease exposures are largely driven by changes in the overall economy, used vehicle and housing pricing, unemployment levels, and its impact to our borrowers. The potential financial statement impact of these exposures varies depending on the accounting classification and future expected disposition strategy. We retain the majority of our automobile loans as they complement our core business model, but we do sell loans from time to time on an opportunistic basis. We primarily originate mortgage loans with the intent to sell them and, as such, retain only a small percentage of the loans that we originate or purchase. Loans that we do not intend to retain are sold to investors, primarily securitizations guaranteed by GSEs. However, we may retain an interest or right to service these loans. We ultimately manage the associated risks based on the underlying economics of the exposure.

Credit Risk Management

Credit risk is defined as the potential failure to receive payments when due from a borrower in accordance with contractual obligations. Therefore, credit risk is a major source of potential economic loss to us. To mitigate the risk, we have implemented specific processes across all lines of business utilizing both qualitative and quantitative analyses and have committees in place to oversee all aspects of the credit decisioning and management processes. The Ally Global Credit Risk Committee (GCRC) is chaired by the Chief Risk Officer and is responsible for identifying, measuring, monitoring, and controlling the credit risks while also permitting acceptable variations for a specific line of business with proper approval. The GCRC reports to the Ally Risk and Compliance Committee (RCC), which is chaired by an

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independent member of the Board. The Global Risk organization is responsible for managing credit risk exposures in a safe-and-sound manner within the guidelines and targets jointly approved by the GCRC and RCC. In addition, our Global Loan Review Group provides an independent assessment of the quality of our credit risk portfolios and credit risk management practices by directly reporting its findings to the RCC on recurring basis.

We have policies and practices that are committed to maintaining an independent and ongoing assessment of credit risk and quality. Our policies require an objective and timely assessment of the overall quality of the consumer and commercial loan and lease portfolios. This includes the identification of relevant trends that affect the collectability of the portfolios, segments of the portfolios that are potential problem areas, loans and leases with potential credit weaknesses, and assessment of the adequacy of internal credit risk policies and procedures to monitor compliance with relevant laws and regulations. In addition, we maintain limits and underwriting guidelines that reflect our risk appetite.

We manage credit risk based on the risk profile of the borrower, the source of repayment, the underlying collateral, and current market conditions. Our business is primarily focused on consumer automobile loans and leases and mortgage loans in addition to automobile-related commercial lending. We monitor the credit risk profile of individual borrowers and the aggregate portfolio of borrowers either within a designated geographic region or a particular product or industry segment. To mitigate risk concentrations, we may take part in loan sales and syndications.

Additionally, we have implemented numerous initiatives in an effort to mitigate loss and provide ongoing support to customers in financial distress. For automobile loans, we offer several types of assistance to aid our customers. Loss mitigation includes changing the due date, extending payments, and rewriting the loan terms. We have implemented these actions with the intent to provide the borrower with additional options in lieu of repossessing their vehicle. For mortgage loans, as part of our participation in certain governmental programs, we offer mortgage loan modifications to qualified borrowers.

During the first three months of 2012, the U.S. economy continued to expand modestly and the labor market further recovered. Within the U.S. automotive and mortgage portfolios, encouraging trends include increased industry sales and strong pricing in used vehicles. We continue to be cautious due to higher average gasoline prices and their effect on automobile sales and the uncertainty emanating from weaker economic growth in Europe and other key international markets. However, we have seen signs of economic stabilization in housing, and have also seen improvement in our loan portfolio as a result of our proactive credit risk initiatives.

On-balance Sheet Portfolio

Our on-balance sheet portfolio includes both finance receivables and loans and held-for-sale loans. At March 31, 2012, this primarily included \$107.0 billion of automobile finance receivables and loans and \$18.3 billion of mortgage finance receivables and loans. Within our on-balance sheet portfolio, we have elected to account for certain mortgage loans at fair value. The valuation allowance recorded on fair value-elected loans is separate from the allowance for loan losses. Changes in the fair value of loans are classified as gain on mortgage and automotive loans, net, in the Condensed Consolidated Statement of Comprehensive Income.

During the three months ended March 31, 2012, we further executed on our strategy of discontinuing and selling or liquidating nonstrategic operations. Refer to Note 2 to the Condensed Consolidated Financial Statements for additional information.

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The following table presents our total on-balance sheet consumer and commercial finance receivables and loans reported at carrying value before allowance for loan losses.

| (\$ in millions) | Outstanding | | Nonperforming (a) | | Accruing past due 90 days or more (b) | |
|-------------------------------------|----------------|-------------------|-------------------|-------------------|---------------------------------------|-------------------|
| | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 |
| Consumer | | | | | | |
| Finance receivables and loans | | | | | | |
| Loans at historical cost | \$ 77,172 | \$ 73,452 | \$ 543 | \$ 567 | \$ 4 | \$ 4 |
| Loans at fair value | 832 | 835 | 214 | 210 | — | — |
| Total finance receivables and loans | 78,004 | 74,287 | 757 | 777 | 4 | 4 |
| Loans held-for-sale | 6,670 | 8,537 | 2,768 | 2,820 | 73 | 73 |
| Total consumer loans | 84,674 | 82,824 | 3,525 | 3,597 | 77 | 77 |
| Commercial | | | | | | |
| Finance receivables and loans | | | | | | |
| Loans at historical cost | 41,814 | 40,468 | 302 | 339 | — | — |
| Loans at fair value | — | — | — | — | — | — |
| Total finance receivables and loans | 41,814 | 40,468 | 302 | 339 | — | — |
| Loans held-for-sale | — | 20 | — | — | — | — |
| Total commercial loans | 41,814 | 40,488 | 302 | 339 | — | — |
| Total on-balance sheet loans | \$ 126,488 | \$ 123,312 | \$ 3,827 | \$ 3,936 | \$ 77 | \$ 77 |

(a) Includes nonaccrual troubled debt restructured loans of \$1.0 billion and \$934 million at March 31, 2012, and December 31, 2011, respectively.

(b) Generally, loans that are 90 days past due and still accruing represent loans with government guarantees. This includes troubled debt restructured loans classified as 90 days past due and still accruing of \$45 million and \$42 million at March 31, 2012, and December 31, 2011, respectively.

Total on-balance sheet loans outstanding at March 31, 2012, increased \$3.2 billion to \$126.5 billion from December 31, 2011 reflecting an increase of \$1.9 billion in the consumer portfolio and a increase of \$1.3 billion in the commercial portfolio. The increase in total on-balance sheet loans outstanding was primarily driven by strong automobile consumer loan originations which outpaced portfolio runoff and higher dealer floorplan loans, both primarily due to increased automotive industry sales.

The total TDRs outstanding at March 31, 2012, increased \$207 million to \$2.2 billion from December 31, 2011. This increase was driven primarily by our continued foreclosure prevention and loss mitigation procedures along with our participation in a variety of government-sponsored refinancing programs. Refer to Note 8 to the Condensed Consolidated Financial Statements for additional information.

Total nonperforming loans at March 31, 2012, decreased \$109 million to \$3.8 billion from December 31, 2011, reflecting a decrease of \$72 million of consumer nonperforming loans and a decrease of \$37 million of commercial nonperforming loans. The decrease in total nonperforming loans from December 31, 2011, was largely due to seasonal improvements within our consumer mortgage portfolio and continued improvement in the performance of our commercial automobile dealers.

The following table includes consumer and commercial net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

| (\$ in millions) | Three months ended March 31, | | | |
|--|------------------------------|--------|---------------------------|------|
| | Net charge-offs (recoveries) | | Net charge-off ratios (a) | |
| | 2012 | 2011 | 2012 | 2011 |
| Consumer | | | | |
| Finance receivables and loans at historical cost | \$ 117 | \$ 169 | 0.6 % | 1.0% |
| Commercial | | | | |
| Finance receivables and loans at historical cost | (10) | 20 | (0.1) | 0.2 |
| Total finance receivables and loans at historical cost | \$ 107 | \$ 189 | 0.4 | 0.7 |

(a) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

Our net charge-offs were \$107 million for the three months ended March 31, 2012, compared to \$189 million for the three months ended March 31, 2011. This decline was primarily due to reduced net charge-offs in the consumer automobile portfolio. Loans held-for-sale are

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accounted for at the lower-of-cost or fair value, and therefore we do not record charge-offs.

The *Consumer Credit Portfolio* and *Commercial Credit Portfolio* discussions that follow relate to consumer and commercial finance receivables and loans recorded at historical cost. Finance receivables and loans recorded at historical cost have an associated allowance for loan losses. Finance receivables and loans measured at fair value were excluded from these discussions since those exposures are not accounted for within our allowance for loan losses.

Consumer Credit Portfolio

During the three months ended March 31, 2012, the credit performance of the consumer portfolio continued to improve overall as our nonperforming finance receivables and loans and charge-offs declined. For information on our consumer credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

The following table includes consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

| (\$ in millions) | Outstanding | | Nonperforming (a) | | Accruing past due 90 days or more (b) | |
|--|----------------|-------------------|-------------------|-------------------|---------------------------------------|-------------------|
| | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 |
| Domestic | | | | | | |
| Consumer automobile | \$ 49,444 | \$ 46,576 | \$ 135 | \$ 139 | \$ — | \$ — |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 6,929 | 6,867 | 238 | 258 | 1 | 1 |
| Home equity | 3,020 | 3,102 | 52 | 58 | — | — |
| Total domestic | 59,393 | 56,545 | 425 | 455 | 1 | 1 |
| Foreign | | | | | | |
| Consumer automobile | 17,770 | 16,883 | 110 | 89 | 3 | 3 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 9 | 24 | 8 | 23 | — | — |
| Home equity | — | — | — | — | — | — |
| Total foreign | 17,779 | 16,907 | 118 | 112 | 3 | 3 |
| Total consumer finance receivables and loans | \$ 77,172 | \$ 73,452 | \$ 543 | \$ 567 | \$ 4 | \$ 4 |

(a) Includes nonaccrual troubled debt restructured loans of \$170 million and \$180 million at March 31, 2012, and December 31, 2011, respectively.

(b) There were no troubled debt restructured loans classified as 90 days past due and still accruing at March 31, 2012, and December 31, 2011.

Total consumer outstanding finance receivables and loans increased \$3.7 billion at March 31, 2012 compared with December 31, 2011. This increase was driven by automobile consumer loan originations, which outpaced portfolio runoff, primarily due to increased industry sales.

Total consumer nonperforming finance receivables and loans at March 31, 2012, decreased \$24 million to \$543 million from December 31, 2011, reflecting a decrease of \$42 million of consumer mortgage nonperforming finance receivables and loans and an increase of \$18 million of consumer automobile nonperforming finance receivables and loans. Nonperforming consumer mortgage finance receivables and loans decreased primarily due to seasonal improvements. Nonperforming consumer automotive finance receivables and loans increased largely due to economic stresses in certain areas in Latin America. Nonperforming consumer finance receivables and loans as a percentage of total outstanding consumer finance receivables and loans were 0.7% and 0.8% at March 31, 2012 and December 31, 2011, respectively.

Consumer domestic automotive loans accruing and past due 30 days or more decreased \$240 million to \$543 million at March 31, 2012, compared with December 31, 2011, primarily due to seasonality.

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The following table includes consumer net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

| (\$ in millions) | Three months ended March 31, | | | |
|---|------------------------------|---------------|---------------------------|------------|
| | Net charge-offs | | Net charge-off ratios (a) | |
| | 2012 | 2011 | 2012 | 2011 |
| Domestic | | | | |
| Consumer automobile | \$ 54 | \$ 89 | 0.4% | 1.0% |
| Consumer mortgage | | | | |
| 1st Mortgage | 23 | 36 | 1.4 | 2.1 |
| Home equity | 20 | 21 | 2.6 | 2.5 |
| Total domestic | 97 | 146 | 0.7 | 1.2 |
| Foreign | | | | |
| Consumer automobile | 20 | 23 | 0.4 | 0.6 |
| Consumer mortgage | | | | |
| 1st Mortgage | — | — | — | — |
| Home equity | — | — | — | — |
| Total foreign | 20 | 23 | 0.5 | 0.5 |
| Total consumer finance receivables and loans | \$ 117 | \$ 169 | 0.6 | 1.0 |

(a) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

Our net charge-offs from total consumer automobile finance receivables and loans decreased \$38 million for the three months ended March 31, 2012, compared to the same period in 2011. The decrease in net charge-offs was primarily due to lower loss frequency reflecting the modest U.S. economic improvements and reduced loss severity due to strong used vehicle pricing.

Our net charge-offs from total consumer mortgage receivables and loans were \$43 million for the three months ended March 31, 2012, compared to \$57 million for the same period in 2011. The decrease was driven by the improved mix of remaining loans as the lower quality legacy loans continued to runoff.

The following table summarizes the unpaid principal balance of total consumer loan originations for the periods shown. Total consumer loan originations include loans classified as finance receivables and loans and loans held-for-sale during the period.

| (\$ in millions) | Three months ended March 31, | |
|---|------------------------------|------------------|
| | 2012 | 2011 |
| Domestic | | |
| Consumer automobile | \$ 8,108 | \$ 9,384 |
| Consumer mortgage | | |
| 1st Mortgage | 8,596 | 11,847 |
| Home equity | — | — |
| Total domestic | 16,704 | 21,231 |
| Foreign | | |
| Consumer automobile | 2,544 | 2,064 |
| Consumer mortgage | | |
| 1st Mortgage | — | 312 |
| Home equity | — | — |
| Total foreign | 2,544 | 2,376 |
| Total consumer loan originations | \$ 19,248 | \$ 23,607 |

Total domestic automobile-originated loans decreased \$1.3 billion for the three months ended March 31, 2012, respectively, compared to the same period in 2011, primarily due to lower retail penetration and manufacturer incentives at both GM and Chrysler.

Total domestic mortgage-originated loans decreased \$3.3 billion for the three months ended March 31, 2012. The decrease for the three months ended March 31, 2012 was driven by the reduction in correspondent lending.

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Consumer loan originations retained on-balance sheet as held-for-investment were \$11.1 billion for the three months ended March 31, 2012, and \$11.8 billion for the three months ended March 31, 2011. The decrease was primarily due to lower retail penetration and manufacturer incentives at both GM and Chrysler.

The following table shows the percentage of total consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses by state and foreign concentration. Total automobile loans were \$67.2 billion and \$63.5 billion at March 31, 2012, and December 31, 2011, respectively. Total mortgage and home equity loans were \$10.0 billion at both March 31, 2012, and December 31, 2011.

| | March 31, 2012 (a) | | December 31, 2011 | |
|----------------------|--------------------|------------------------------|-------------------|------------------------------|
| | Automobile | 1st Mortgage and home equity | Automobile | 1st Mortgage and home equity |
| Texas | 9.5% | 5.7% | 9.5% | 5.5% |
| California | 4.4 | 26.4 | 4.6 | 25.7 |
| Florida | 4.8 | 3.9 | 4.8 | 4.0 |
| Michigan | 3.9 | 4.7 | 4.0 | 4.8 |
| Pennsylvania | 3.6 | 1.6 | 3.6 | 1.6 |
| Illinois | 3.1 | 4.9 | 3.1 | 5.0 |
| New York | 3.5 | 2.2 | 3.5 | 2.3 |
| Ohio | 2.9 | 1.0 | 2.9 | 1.0 |
| Georgia | 2.5 | 1.8 | 2.5 | 1.8 |
| North Carolina | 2.2 | 2.0 | 2.2 | 2.1 |
| Other United States | 33.0 | 45.7 | 32.9 | 45.9 |
| Canada | 11.4 | — | 11.8 | 0.2 |
| Brazil | 4.8 | — | 4.7 | — |
| Germany | 4.1 | — | 4.3 | — |
| Other foreign | 6.3 | 0.1 | 5.6 | 0.1 |
| Total consumer loans | 100.0% | 100.0% | 100.0% | 100.0% |

(a) Presentation is in descending order as a percentage of total consumer finance receivables and loans at March 31, 2012.

We monitor our consumer loan portfolio for concentration risk across the geographies in which we lend. The highest concentrations of loans in the United States are in Texas and California, which represented an aggregate of 16.3% of our total outstanding consumer finance receivables and loans at March 31, 2012.

Concentrations in our Mortgage operations are closely monitored given the volatility of the housing markets. Our consumer mortgage loan concentrations in California, Florida, and Michigan receive particular attention as the real estate value depreciation in these states has been the most severe.

Repossessed and Foreclosed Assets

We classify an asset as repossessed or foreclosed (included in other assets on the Condensed Consolidated Balance Sheet) when physical possession of the collateral is taken. We dispose of the acquired collateral in a timely fashion in accordance with regulatory requirements. For more information on repossessed and foreclosed assets, refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

Repossessed assets in our Automotive Finance operations at March 31, 2012, decreased \$4 million to \$52 million from December 31, 2011. Foreclosed mortgage assets at March 31, 2012, decreased \$9 million to \$68 million from December 31, 2011.

Higher-Risk Mortgage Loans

Since 2009, we primarily focused our origination efforts on prime conforming and government-insured residential mortgages in the United States. However, we continued to hold mortgage loans originated in prior years that have features that expose us to potentially higher credit risk including high original loan-to-value mortgage loans (prime or nonprime), payment-option adjustable-rate mortgage loans (prime nonconforming), interest-only mortgage loans (classified as prime conforming or nonconforming for domestic production and prime nonconforming or nonprime for international production), and teaser-rate mortgages (prime or nonprime).

In circumstances when a loan has features such that it falls into multiple categories, it is classified to a category only once based on the following hierarchy: (1) high original loan-to-value mortgage loans, (2) payment-option adjustable-rate mortgage loans, (3) interest-only mortgage loans, and (4) below-market rate (teaser) mortgages. Given the continued stress within the housing market, we believe this hierarchy provides the most relevant risk assessment of our nontraditional products.

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The following table summarizes mortgage finance receivables and loans by higher-risk loan type. These finance receivables and loans are recorded at historical cost and reported at carrying value before allowance for loan losses.

| | Outstanding | | Nonperforming | | Accruing past due 90 days or more | |
|--------------------------------------|----------------|-------------------|----------------|-------------------|--------------------------------------|-------------------|
| | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 |
| <i>(\$ in millions)</i> | | | | | | |
| Interest-only mortgage loans (a) | \$ 2,828 | \$ 2,947 | \$ 130 | \$ 147 | \$ — | \$ — |
| Below-market rate (teaser) mortgages | 240 | 248 | 6 | 6 | — | — |
| Total higher-risk mortgage loans | \$ 3,068 | \$ 3,195 | \$ 136 | \$ 153 | \$ — | \$ — |

(a) The majority of the interest-only mortgage loans are expected to start principal amortization in 2015 or beyond.

The allowance for loan losses was \$153 million or 4.98% of total higher-risk held-for-investment mortgage loans recorded at historical cost based on carrying value outstanding before allowance for loan losses at March 31, 2012.

The following table includes our five largest state concentrations based on our higher-risk mortgage finance receivables and loans recorded at historical cost and reported at carrying value before allowance for loan losses.

| <i>(\$ in millions)</i> | Interest-only mortgage loans | Below-market rate (teaser) mortgages | All higher-risk mortgage loans |
|----------------------------------|---------------------------------|--|--------------------------------------|
| March 31, 2012 | | | |
| California | \$ 708 | \$ 76 | \$ 784 |
| Virginia | 270 | 11 | 281 |
| Maryland | 208 | 6 | 214 |
| Michigan | 194 | 8 | 202 |
| Illinois | 148 | 7 | 155 |
| Other United States | 1,300 | 132 | 1,432 |
| Total higher-risk mortgage loans | \$ 2,828 | \$ 240 | \$ 3,068 |
| December 31, 2011 | | | |
| California | \$ 748 | \$ 78 | \$ 826 |
| Virginia | 274 | 10 | 284 |
| Maryland | 217 | 6 | 223 |
| Michigan | 199 | 9 | 208 |
| Illinois | 153 | 8 | 161 |
| Other United States | 1,356 | 137 | 1,493 |
| Total higher-risk mortgage loans | \$ 2,947 | \$ 248 | \$ 3,195 |

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Commercial Credit Portfolio

During the three months ended March 31, 2012, the credit performance of the commercial portfolio improved as nonperforming finance receivables and loans and net charge-offs declined. For information on our commercial credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

The following table includes total commercial finance receivables and loans reported at carrying value before allowance for loan losses.

| (\$ in millions) | Outstanding | | Nonperforming (a) | | Accruing past due 90 days or more (b) | |
|---|------------------|-------------------|-------------------|-------------------|---------------------------------------|-------------------|
| | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 | March 31, 2012 | December 31, 2011 |
| Domestic | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | \$ 28,197 | \$ 26,552 | \$ 109 | \$ 105 | \$ — | \$ — |
| Mortgage | 1,377 | 1,887 | — | — | — | — |
| Other (c) | 1,204 | 1,178 | 21 | 22 | — | — |
| Commercial real estate | | | | | | |
| Automobile | 2,372 | 2,331 | 49 | 56 | — | — |
| Mortgage | — | — | — | — | — | — |
| Total domestic | 33,150 | 31,948 | 179 | 183 | — | — |
| Foreign | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 8,407 | 8,265 | 65 | 118 | — | — |
| Mortgage | 26 | 24 | 26 | — | — | — |
| Other (c) | 56 | 63 | 12 | 15 | — | — |
| Commercial real estate | | | | | | |
| Automobile | 160 | 154 | 5 | 11 | — | — |
| Mortgage | 15 | 14 | 15 | 12 | — | — |
| Total foreign | 8,664 | 8,520 | 123 | 156 | — | — |
| Total commercial finance receivables and loans | \$ 41,814 | \$ 40,468 | \$ 302 | \$ 339 | \$ — | \$ — |

(a) Includes nonaccrual troubled debt restructured loans of \$52 million and \$21 million at March 31, 2012, and December 31, 2011, respectively.

(b) There were no troubled debt restructured loans classified as 90 days past due and still accruing at March 31, 2012 and December 31, 2011.

(c) Other commercial primarily includes senior secured commercial lending.

Total commercial finance receivables and loans outstanding increased \$1.3 billion to \$41.8 billion at March 31, 2012, from December 31, 2011. Commercial and industrial outstandings increased \$1.3 billion primarily due to increased automotive industry sales and corresponding rise in inventories partially offset by mortgage warehouse lending declines in line utilization due to seasonality.

Total commercial nonperforming finance receivables and loans were \$302 million at March 31, 2012, a decrease of \$37 million compared to December 31, 2011, primarily due to improvement in dealer performance and continued wind-down on non-core commercial assets. Total nonperforming commercial finance receivables and loans as a percentage of outstanding commercial finance receivables and loans were 0.7% and 0.8% at March 31, 2012, and December 31, 2011, respectively.

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The following table includes total commercial net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

| (\$ in millions) | Three months ended March 31, | | | |
|---|------------------------------|--------------|---------------------------|------------|
| | Net charge-offs (recoveries) | | Net charge-off ratios (a) | |
| | 2012 | 2011 | 2012 | 2011 |
| Domestic | | | | |
| Commercial and industrial | | | | |
| Automobile | \$ — | \$ 2 | — % | n/m |
| Mortgage | — | 2 | — | 0.8 |
| Other | (5) | (2) | (1.5) | (0.5) |
| Commercial real estate | | | | |
| Automobile | — | (1) | — | (0.2) |
| Mortgage | — | (1) | — | n/m |
| Total domestic | (5) | — | (0.1) | — |
| Foreign | | | | |
| Commercial and industrial | | | | |
| Automobile | — | 2 | — | 0.1 |
| Mortgage | — | 1 | — | 9.7 |
| Other | (4) | 3 | (28.8) | 4.3 |
| Commercial real estate | | | | |
| Automobile | — | — | — | — |
| Mortgage | (1) | 14 | (22.6) | 78.4 |
| Total foreign | (5) | 20 | (0.2) | 0.9 |
| Total commercial finance receivables and loans | \$ (10) | \$ 20 | (0.1) | 0.2 |

n/m = not meaningful

(a) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

Our net charge-offs from commercial finance receivables and loans resulted in recoveries of \$10 million for the three months ended March 31, 2012, compared to net charge-offs of \$20 million for the same period in 2011. The decrease in net charge-offs were largely driven by an improved mix of loans in the existing portfolio and strong recoveries in certain wind-down portfolios.

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Commercial Real Estate

The commercial real estate portfolio consists of finance receivables and loans issued primarily to automotive dealers. Commercial real estate finance receivables and loans remained flat at \$2.5 billion at March 31, 2012, and December 31, 2011.

The following table presents the percentage of total commercial real estate finance receivables and loans by geographic region and property type. These finance receivables and loans are reported at carrying value before allowance for loan losses.

| | March 31, 2012 | December 31, 2011 |
|---|----------------|-------------------|
| Geographic region | | |
| Michigan | 12.7% | 14.1% |
| Texas | 12.5 | 12.4 |
| Florida | 12.4 | 12.4 |
| California | 9.4 | 9.3 |
| Virginia | 4.0 | 4.1 |
| New York | 3.3 | 3.5 |
| Pennsylvania | 2.9 | 2.9 |
| Alabama | 2.5 | 2.6 |
| Georgia | 2.5 | 2.5 |
| North Carolina | 2.1 | 2.1 |
| Other United States | 28.9 | 27.5 |
| Canada | 3.8 | 3.5 |
| United Kingdom | 1.7 | 1.8 |
| Mexico | 1.0 | 1.0 |
| Other foreign | 0.3 | 0.3 |
| Total commercial real estate finance receivables and loans | 100.0% | 100.0% |
| Property type | | |
| Automotive dealers | 99.4% | 99.4% |
| Other | 0.6 | 0.6 |
| Total commercial real estate finance receivables and loans | 100.0% | 100.0% |

Commercial Criticized Exposure

Finance receivables and loans classified as special mention, substandard, or doubtful are deemed criticized. These classifications are based on regulatory definitions and generally represent finance receivables and loans within our portfolio that have a higher default risk or have already defaulted. These finance receivables and loans require additional monitoring and review including specific actions to mitigate our potential economic loss.

The following table presents the percentage of total commercial criticized finance receivables and loans by industry concentrations. These finance receivables and loans are reported at carrying value before allowance for loan losses.

| | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Industry | | |
| Automotive | 83.0% | 82.9% |
| Banks and finance companies | 4.3 | 4.2 |
| Real Estate | 3.6 | 4.5 |
| Other | 9.1 | 8.4 |
| Total commercial criticized finance receivables and loans | 100.0% | 100.0% |

Total criticized exposures declined \$97 million to \$3.0 billion at March 31, 2012 from December 31, 2011, primarily due to improvements in the automotive industry as well as the continued wind-down of commercial assets in the real estate industry.

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Allowance for Loan Losses

The following tables present an analysis of the activity in the allowance for loan losses on finance receivables and loans.

| Three months ended March 31, 2012 (\$ in millions) | Consumer automobile | Consumer mortgage | Total consumer | Commercial | Total |
|--|---------------------|-------------------|----------------|------------|----------|
| Allowance at January 1, 2012 | \$ 766 | \$ 516 | \$ 1,282 | \$ 221 | \$ 1,503 |
| Charge-offs | | | | | |
| Domestic | (100) | (45) | (145) | (2) | (147) |
| Foreign | (36) | — | (36) | — | (36) |
| Total charge-offs | (136) | (45) | (181) | (2) | (183) |
| Recoveries | | | | | |
| Domestic | 46 | 2 | 48 | 7 | 55 |
| Foreign | 16 | — | 16 | 5 | 21 |
| Total recoveries | 62 | 2 | 64 | 12 | 76 |
| Net charge-offs | (74) | (43) | (117) | 10 | (107) |
| Provision for loan losses | 133 | 28 | 161 | (21) | 140 |
| Other | 7 | — | 7 | 3 | 10 |
| Allowance at March 31, 2012 | \$ 832 | \$ 501 | \$ 1,333 | \$ 213 | \$ 1,546 |
| Allowance for loan losses to finance receivables and loans outstanding at March 31, 2012 (a) | 1.2% | 5.0% | 1.7% | 0.5 % | 1.3% |
| Net charge-offs to average finance receivables and loans outstanding at March 31, 2012 (a) | 0.5% | 1.7% | 0.6% | (0.1)% | 0.4% |
| Allowance for loan losses to total nonperforming finance receivables and loans at March 31, 2012 (a) | 339.2% | 168.2% | 245.4% | 70.5 % | 182.9% |
| Ratio of allowance for loans losses to net charge-offs at March 31, 2012 | 2.8 | 2.9 | 2.9 | (5.4) | 3.6 |

(a) Coverage percentages are based on the allowance for loan losses related to finance receivables and loans excluding those loans held at fair value as a percentage of the unpaid principal balance, net of premiums and discounts.

| Three months ended March 31, 2011 (\$ in millions) | Consumer automobile | Consumer mortgage | Total consumer | Commercial | Total |
|--|---------------------|-------------------|----------------|------------|----------|
| Allowance at January 1, 2011 | \$ 970 | \$ 580 | \$ 1,550 | \$ 323 | \$ 1,873 |
| Charge-offs | | | | | |
| Domestic | (139) | (60) | (199) | (6) | (205) |
| Foreign | (42) | — | (42) | (31) | (73) |
| Total charge-offs | (181) | (60) | (241) | (37) | (278) |
| Recoveries | | | | | |
| Domestic | 50 | 3 | 53 | 6 | 59 |
| Foreign | 19 | — | 19 | 11 | 30 |
| Total recoveries | 69 | 3 | 72 | 17 | 89 |
| Net charge-offs | (112) | (57) | (169) | (20) | (189) |
| Provision for loan losses | 53 | 40 | 93 | 20 | 113 |
| Other | 5 | — | 5 | 4 | 9 |
| Allowance at March 31, 2011 | \$ 916 | \$ 563 | \$ 1,479 | \$ 327 | \$ 1,806 |
| Allowance for loan losses to finance receivables and loans outstanding at March 31, 2011 (a) | 1.6% | 5.3% | 2.2% | 0.8% | 1.7% |
| Net charge-offs to average finance receivables and loans outstanding at March 31, 2011 (a) | 0.8% | 2.1% | 1.0% | 0.2% | 0.7% |
| Allowance for loan losses to total nonperforming finance receivables and loans at March 31, 2011 (a) | 488.9% | 136.7% | 246.7% | 50.7% | 145.2% |
| Ratio of allowance for loans losses to net charge-offs at March 31, 2011 | 2.0 | 2.5 | 2.2 | 4.1 | 2.4 |

(a) Coverage percentages are based on the allowance for loan losses related to finance receivables and loans excluding those loans held at fair value as a percentage of the unpaid principal balance, net of premiums and discounts.

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The allowance for consumer loan losses at March 31, 2012, declined \$146 million compared to March 31, 2011. The decline reflected overall improved credit quality of newer vintages combined with the run-off of legacy vintages, which was partially offset by an increase in loans outstanding.

The allowance for commercial loan losses declined \$114 million at March 31, 2012, compared to March 31, 2011, primarily related to ongoing strength in dealer performance and the continued wind-down of non-core commercial assets.

Allowance for Loan Losses by Type

The following table summarizes the allocation of the allowance for loan losses by product type.

| March 31, (\$ in millions) | 2012 | | | 2011 | | |
|---------------------------------|---------------------------|---------------------------------------|---|---------------------------|---------------------------------------|---|
| | Allowance for loan losses | Allowance as a % of loans outstanding | Allowance as a % of allowance for loan losses | Allowance for loan losses | Allowance as a % of loans outstanding | Allowance as a % of allowance for loan losses |
| Consumer | | | | | | |
| Domestic | | | | | | |
| Consumer automobile | \$ 628 | 1.3% | 40.6% | \$ 727 | 1.8% | 40.2% |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 262 | 3.8 | 16.9 | 304 | 4.4 | 16.8 |
| Home equity | 236 | 7.8 | 15.3 | 258 | 7.7 | 14.3 |
| Total domestic | 1,126 | 1.9 | 72.8 | 1,289 | 2.6 | 71.3 |
| Foreign | | | | | | |
| Consumer automobile | 204 | 1.1 | 13.2 | 189 | 1.1 | 10.5 |
| Consumer mortgage | | | | | | |
| 1st Mortgage | 3 | 38.6 | 0.2 | 1 | 0.3 | 0.1 |
| Home equity | — | — | — | — | — | — |
| Total foreign | 207 | 1.2 | 13.4 | 190 | 1.1 | 10.6 |
| Total consumer loans | 1,333 | 1.7 | 86.2 | 1,479 | 2.2 | 81.9 |
| Commercial | | | | | | |
| Domestic | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 62 | 0.2 | 4.0 | 70 | 0.3 | 3.9 |
| Mortgage | 1 | — | 0.1 | — | — | — |
| Other | 49 | 4.1 | 3.2 | 92 | 5.7 | 5.1 |
| Commercial real estate | | | | | | |
| Automobile | 35 | 1.5 | 2.2 | 54 | 2.6 | 3.0 |
| Mortgage | — | — | — | — | — | — |
| Total domestic | 147 | 0.4 | 9.5 | 216 | 0.7 | 12.0 |
| Foreign | | | | | | |
| Commercial and industrial | | | | | | |
| Automobile | 46 | 0.5 | 3.0 | 63 | 0.7 | 3.5 |
| Mortgage | 11 | 43.8 | 0.7 | 15 | 37.0 | 0.8 |
| Other | 1 | 1.2 | 0.1 | 28 | 9.3 | 1.5 |
| Commercial real estate | | | | | | |
| Automobile | 3 | 1.7 | 0.2 | 2 | 0.8 | 0.1 |
| Mortgage | 5 | 34.3 | 0.3 | 3 | 6.4 | 0.2 |
| Total foreign | 66 | 0.8 | 4.3 | 111 | 1.1 | 6.1 |
| Total commercial loans | 213 | 0.5 | 13.8 | 327 | 0.8 | 18.1 |
| Total allowance for loan losses | \$ 1,546 | 1.3 | 100.0% | \$ 1,806 | 1.7 | 100.0% |

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Provision for Loan Losses

The following table summarizes the provision for loan losses by product type.

| (\$ in millions) | Three months ended March 31, | |
|---------------------------------|------------------------------|--------|
| | 2012 | 2011 |
| Consumer | | |
| Domestic | | |
| Consumer automobile | \$ 83 | \$ 46 |
| Consumer mortgage | | |
| 1st Mortgage | 10 | 17 |
| Home equity | 18 | 23 |
| Total domestic | 111 | 86 |
| Foreign | | |
| Consumer automobile | 50 | 7 |
| Consumer mortgage | | |
| 1st Mortgage | — | — |
| Home equity | — | — |
| Total foreign | 50 | 7 |
| Total consumer loans | 161 | 93 |
| Commercial | | |
| Domestic | | |
| Commercial and industrial | | |
| Automobile | — | — |
| Mortgage | — | 1 |
| Other | (7) | (8) |
| Commercial real estate | | |
| Automobile | (5) | (1) |
| Mortgage | — | — |
| Total domestic | (12) | (8) |
| Foreign | | |
| Commercial and industrial | | |
| Automobile | (4) | 31 |
| Mortgage | — | 1 |
| Other | (4) | (9) |
| Commercial real estate | | |
| Automobile | — | — |
| Mortgage | (1) | 5 |
| Total foreign | (9) | 28 |
| Total commercial loans | (21) | 20 |
| Total provision for loan losses | \$ 140 | \$ 113 |

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Market Risk

Our automotive financing, mortgage, and insurance activities give rise to market risk representing the potential loss in the fair value of assets or liabilities and earnings caused by movements in market variables, such as interest rates, foreign-exchange rates, equity prices, market perceptions of credit risk, and other market fluctuations that affect the value of securities and assets held-for-sale. We are primarily exposed to interest rate risk arising from changes in interest rates related to financing, investing, and cash management activities. More specifically, we have entered into contracts to provide financing, to retain mortgage servicing rights, and to retain various assets related to securitization activities all of which are exposed in varying degrees to changes in value due to movements in interest rates. Interest rate risk arises from the mismatch between assets and the related liabilities used for funding. We enter into various financial instruments, including derivatives, to maintain the desired level of exposure to the risk of interest rate fluctuations. Refer to Note 19 to the Condensed Consolidated Financial Statements for further information.

We are also exposed to foreign-currency risk arising from the possibility that fluctuations in foreign-exchange rates will affect future earnings or asset and liability values related to our global operations. We enter into hedges to mitigate foreign exchange risk.

We also have exposure to equity price risk, primarily in our Insurance operations, which invests in equity securities that are subject to price risk influenced by capital market movements. We enter into equity options to economically hedge our exposure to the equity markets.

Although the diversity of our activities from our complementary lines of business may partially mitigate market risk, we also actively manage this risk. We maintain risk management control systems to monitor interest rates, foreign-currency exchange rates, equity price risks, and any of their related hedge positions. Positions are monitored using a variety of analytical techniques including market value, sensitivity analysis, and value at risk models.

Since December 31, 2011, there have been no material changes in these market risks. Refer to our Annual Report on Form 10-K for the year ended December 31, 2011, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, for further discussion on value at risk and sensitivity analysis.

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Liquidity Management, Funding, and Regulatory Capital

Overview

The purpose of liquidity management is to ensure our ability to meet changes in loan and lease demand, debt maturities, deposit withdrawals, and other cash commitments under both normal operating conditions as well as periods of economic or financial stress. Our primary objective is to maintain cost-effective, stable and diverse sources of funding capable of sustaining the organization throughout all market cycles. Sources of liquidity include both retail and brokered deposits and secured and unsecured market-based funding across various maturity, interest rate, currency, and investor profiles. Further liquidity is available through a pool of unencumbered highly liquid securities, borrowing facilities, whole-loan asset sales, repurchase agreements, as well as funding programs supported by the Federal Reserve and the Federal Home Loan Bank of Pittsburgh (FHLB).

We define liquidity risk as the risk that an institution's financial condition or overall safety and soundness is adversely affected by an inability, or perceived inability, to meet its financial obligations, and to withstand unforeseen liquidity stress events. Liquidity risk can arise from a variety of institution specific or market-related events that could negatively impact the cash flows available to the organization. Effective management of liquidity risk helps ensure an organization's ability to meet cash flow obligations that are uncertain as they are affected by external events. The ability of financial institutions to manage liquidity needs and contingent funding exposures has proven essential to the solvency of these same financial institutions.

The Asset-Liability Committee (ALCO) is chaired by the Corporate Treasurer and is responsible for monitoring Ally's liquidity position, funding strategies and plans, contingency funding plans, and counterparty credit exposure arising from financial transactions. Corporate Treasury is responsible for managing the liquidity positions of Ally within prudent operating guidelines and targets approved by ALCO. We manage liquidity risk at the business segment, legal entity, and consolidated levels. Each business segment, along with Ally Bank and ResMor Trust, prepares periodic forecasts depicting anticipated funding needs and sources of funds with oversight and monitoring by Corporate Treasury. Corporate Treasury manages liquidity under baseline projected economic scenarios as well as more severe economically stressed environments. Corporate Treasury, in turn, plans, and executes our funding strategies.

Ally uses multiple measures to frame the level of liquidity risk, manage the liquidity position, or identify related trends as early warning indicators. These measures include coverage ratios that measure the sufficiency of the liquidity portfolio and stability ratios that measure longer-term structural liquidity. In addition, we have established several internal management routines designed to review all aspects of liquidity and funding plans, evaluate the adequacy of liquidity buffers, review stress testing results, and assist senior management in the execution of its structured funding strategy and risk management accountabilities.

We maintain available liquidity in the form of cash, unencumbered highly liquid securities, and available credit facility capacity that, taken together, are intended to allow us to operate and to meet our contractual and contingent obligations in the event of market-wide disruptions and enterprise-specific events. We maintain available liquidity at various entities and consider regulatory restrictions and tax implications that may limit our ability to transfer funds across entities. At March 31, 2012, we maintained \$24.5 billion of total available parent company liquidity and \$13.5 billion of total available liquidity at Ally Bank. Parent company liquidity is defined as our consolidated operations less our Insurance operations, ResCap, and Ally Bank. To optimize cash and secured facility capacity between entities, the parent company lends cash to Ally Bank from time to time under an intercompany loan agreement. At March 31, 2012, \$3.0 billion was outstanding under the intercompany loan agreement. Amounts outstanding are repayable to the parent company upon demand, subject to five days notice. As a result, this amount is included in the parent company available liquidity and excluded from the available liquidity at Ally Bank in the above amounts.

In December 2010, the Basel Committee on Banking Supervision issued "Basel III: International framework for liquidity risk measurement, standards and monitoring", which includes two minimum liquidity risk standards. The first standard is the Liquidity Coverage Ratio (LCR). The LCR measures the ratio of unencumbered, high-quality liquid assets to liquidity needs for a 30-calendar-day time horizon under a severe liquidity stress scenario. The second standard is the Net Stable Funding Ratio (NSFR). The NSFR measures the ratio of stable funding with a maturity greater than one year to the liquidity characteristics of assets plus contingent exposures. The Basel Committee on Banking Supervision expects the LCR to be implemented beginning in January 2015 and the NSFR beginning in January 2018. We continue to monitor the potential impacts of these developments and expect to be able to meet the final requirements.

Funding Strategy

Our liquidity and ongoing profitability are largely dependent on our timely access to funding and the costs associated with raising funds in different segments of the capital markets and raising deposits. We continue to be focused on maintaining and enhancing our liquidity. Our funding strategy largely focuses on the development of diversified funding sources across a global investor base to meet all our liquidity needs throughout different market cycles, including periods of financial distress. These funding sources include unsecured debt capital markets, public and private asset-backed securitizations, whole-loan asset sales, domestic and international committed and uncommitted credit facilities, brokered certificates of deposits, and retail deposits. We also supplement these sources with a modest amount of short-term borrowings, including Demand Notes, unsecured bank loans, and repurchase arrangements. The diversity of our funding sources enhances funding flexibility, limits dependence on any one source, and results in a more cost-effective funding strategy over the long term. We evaluate funding markets on an ongoing basis to achieve an appropriate balance of unsecured and secured funding sources and the maturity profiles of both. In addition, we further distinguish our funding strategy between Ally Bank funding and parent company or nonbank funding.

The FDIC indicated that it expected us to diversify Ally Bank's overall funding in order to reduce reliance on any one source of funding

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and to achieve a well-balanced funding portfolio across a spectrum of risk, duration, and cost of funds characteristics. Over the past few years, we have been focused on diversifying our funding sources, in particular at Ally Bank by expanding public and private securitization programs, extending the maturity profile of our brokered deposit portfolio while not exceeding a \$10 billion portfolio, establishing repurchase agreements, and continuing to access funds from the Federal Home Loan Banks.

Since 2009, we have been directing new bank-eligible assets in the United States to Ally Bank in order to reduce and minimize our nonbanking exposures and funding requirements and utilize our growing consumer deposit-taking capabilities. This has allowed us to use bank funding for a wider array of our automotive finance assets and to provide a sustainable long-term funding channel for the business, while also improving the cost of funds for the enterprise.

Ally Bank

Ally Bank raises deposits directly from customers through the direct banking channel via the internet and over the telephone. These deposits provide our automotive finance and mortgage loan operations with a stable and low-cost funding source. At March 31, 2012, Ally Bank had \$41.5 billion of total external deposits, including \$29.3 billion of retail deposits.

At March 31, 2012, Ally Bank maintained cash liquidity of \$4.4 billion and highly liquid U.S. federal government and U.S. agency securities of \$5.4 billion, excluding certain securities that were encumbered at March 31, 2012. In addition, at March 31, 2012, Ally Bank had unused capacity in committed secured funding facilities of \$6.7 billion, including an equal allocation of shared unused capacity of \$3.8 billion from a facility also available to the parent company. Our ability to access this unused capacity depends on having eligible assets to collateralize the incremental funding and, in some instances, the execution of interest rate hedges.

Maximizing bank funding continues to be a key part of our long-term liquidity strategy. We have made significant progress in migrating assets to Ally Bank and growing our retail deposit base since becoming a bank holding company in December 2008. Retail deposit growth is key to further reducing our cost of funds and decreasing our reliance on the capital markets. We believe deposits provide a low-cost source of funds that are less sensitive to interest rate changes, market volatility, or changes in our credit ratings when compared to other funding sources. We have continued to expand our deposit gathering efforts through our direct and indirect marketing channels. Current retail product offerings consist of a variety of savings products including certificates of deposits (CDs), savings accounts, money market accounts, IRA deposit products, as well as an online checking product. In addition, we utilize brokered deposits, which are obtained through third-party intermediaries. In the first three months of 2012, the deposit base at Ally Bank grew \$1.9 billion, ending the quarter at \$41.5 billion from \$39.6 billion at December 31, 2011. The growth in deposits has been primarily attributable to our retail deposit portfolio. Strong retention rates continue to materially contribute to our growth in retail deposits. In the first quarter of 2012, we retained 91% of maturing CD balances up for renewal in the same period. In addition to retail and brokered deposits, Ally Bank had access to funding through a variety of other sources including FHLB advances, public securitizations, private secured funding arrangements, and the Federal Reserve's Discount Window. At March 31, 2012, debt outstanding from the FHLB totaled \$5.0 billion with no debt outstanding from the Federal Reserve. Also, as part of our liquidity and funding plans, Ally Bank utilizes certain securities as collateral to access funding from repurchase agreements with third parties. Repurchase agreements are generally short-term. Funding from repurchase agreements is accounted for as debt on our Condensed Consolidated Balance Sheet. At March 31, 2012, Ally Bank had \$561 million of debt outstanding under repurchase agreements.

Refer to Note 13 to the Condensed Consolidated Financial Statements for a summary of deposit funding by type.

The following table shows Ally Bank's number of accounts and deposit balances by type as of the end of each quarter since 2011.

| (\$ in millions) | 1st Quarter 2012 | 4th Quarter 2011 | 3rd Quarter 2011 | 2nd Quarter 2011 | 1st Quarter 2011 |
|---------------------------|------------------|------------------|------------------|------------------|------------------|
| Number of retail accounts | 1,036,468 | 976,877 | 919,670 | 851,991 | 798,622 |
| Deposits | | | | | |
| Retail | \$ 29,323 | \$ 27,685 | \$ 26,254 | \$ 24,562 | \$ 23,469 |
| Brokered | 9,884 | 9,890 | 9,911 | 9,903 | 9,836 |
| Other (a) | 2,314 | 2,029 | 2,704 | 2,405 | 2,064 |
| Total deposits | \$ 41,521 | \$ 39,604 | \$ 38,869 | \$ 36,870 | \$ 35,369 |

(a) Other deposits include mortgage escrow and other deposits (excluding intercompany deposits).

In addition to building a larger deposit base, we continue to remain active in the securitization markets to finance our Ally Bank automotive loan portfolios. During the first quarter of 2012, Ally Bank completed three public term securitization transactions and raised \$4.2 billion of secured funding backed by retail automotive loans as well as dealer floorplan automotive loans. Continued structural efficiencies in securitizations combined with improving capital market conditions have resulted in a reduction in the cost of funds achieved through secured funding transactions, making them a very attractive source of funding. Additionally, for retail automotive loans and leases, the term structure of the transaction locks in funding for a specified pool of loans and leases for the life of the underlying asset making a very effective funding program. We manage the execution risk arising from secured funding by maintaining a diverse investor base and maintaining capacity in our committed secured facilities. At March 31, 2012, Ally Bank had exclusive access to \$9.5 billion of funding capacity from committed credit facilities. Ally Bank also had access to a \$3.9 billion committed facility that is shared with the parent company.

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Nonbank Funding

At March 31, 2012, the parent company maintained cash liquidity in the amount of \$6.8 billion and available liquidity from unused capacity in committed credit facilities of \$14.5 billion, including an equal allocation of shared unused capacity of \$3.8 billion from a facility also available to Ally Bank. Parent company funding is defined as our consolidated operations less our Insurance operations, ResCap, and Ally Bank. The unused capacity amount at March 31, 2012 also includes \$2.5 billion of availability that is sourced from certain committed funding arrangements generally reliant upon the origination of future automotive receivables over the next twelve months. Our ability to access unused capacity in secured facilities depends on the availability of eligible assets to collateralize the incremental funding and, in some instances, the execution of interest rate hedges. Funding sources at the parent company generally consist of longer-term unsecured debt, committed credit facilities, asset-backed securitizations, and a modest amount of short-term borrowings.

In the first three months of 2012, we completed a total of \$1.0 billion in funding through the debt capital markets. We will continue to access the unsecured debt capital markets on an opportunistic basis to help pre-fund upcoming debt maturities. In addition, we have short-term and long-term unsecured debt outstanding from a retail debt program known as SmartNotes. SmartNotes are generally fixed-rate instruments with fixed-maturity dates ranging from 9 months to 30 years that we have issued through a network of participating broker-dealers. There were \$8.9 billion and \$9.0 billion of SmartNotes outstanding at March 31, 2012, and December 31, 2011, respectively.

We also obtain unsecured funding from the sale of floating-rate demand notes under our Demand Notes program. The holder has the option to require us to redeem these notes at any time without restriction. Demand Notes outstanding were \$3.0 billion at March 31, 2012, compared to \$2.8 billion at December 31, 2011. Unsecured short-term bank loans also provide short-term funding. At March 31, 2012, we had \$5.0 billion in short-term unsecured debt outstanding, an increase of \$0.5 billion from December 31, 2011. Refer to Note 14 and Note 15 to the Condensed Consolidated Financial Statements for additional information about our outstanding short-term borrowings and long-term unsecured debt, respectively.

Secured funding continues to be a significant source of financing at the parent company. In the first quarter, the parent company completed automotive-related transactions that included a \$516 million public term securitization in Canada, the renewal and extension of \$8.3 billion of committed secured funding capacity and the creation of incremental private secured funding capacity totaling \$492 million. We continue to maintain significant funding capacity at the parent company to fund automotive-related assets, including a \$7.5 billion syndicated facility that can fund U.S. and Canadian automotive retail and commercial loans, as well as leases. On March 19, 2012, this facility was renewed by a syndicate of nineteen lenders and extended such that half of the capacity will mature in March 2013 and the other half will mature in March 2014. In addition to this facility, there are a variety of others that provide funding in various countries. At March 31, 2012, the parent company had \$27.5 billion of commitments globally in various facilities secured by automotive assets.

Recent Funding Developments

During the first three months of 2012, we completed funding transactions totaling \$7 billion and we renewed key existing funding facilities as we realized access to both the public and private markets. Key funding highlights from 2012 were as follows:

- In February 2012, we accessed the unsecured debt capital markets for the first time since the first half of 2011 and raised \$1.0 billion.
- In the first three months of 2012, we have continued to access the public asset backed securitization markets completing three U.S. transactions that raised \$4.2 billion and a Canadian transaction that raised \$516 million. Also, in April we completed a fourth U.S. transaction that provided an incremental \$625 million of funding, as well as our first-ever public European dealer floorplan automotive securitization that raised \$646 million.
- We created \$492 million of new private capacity to fund automotive assets as well as \$450 million of private funding capacity for mortgage servicer advances.
- We renewed and extended \$16.4 billion of key automotive funding facilities and \$508 million of private capacity that funds our Mortgage operations. The automotive facility renewal amount includes the March 2012 refinancing of \$15.0 billion in credit facilities at both the parent company and Ally Bank with a syndicate of nineteen lenders. The \$15.0 billion capacity is secured by retail, lease and dealer floorplan automotive assets and is allocated to two separate \$7.5 billion facilities, one of which is available to the parent company and a Canadian subsidiary while the other is available to Ally Bank. After the refinancing, half of the capacity matures in March 2013 and the other half matures in March 2014.

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Funding Sources

The following table summarizes debt and other sources of funding and the amount outstanding under each category for the periods shown.

As a result of our funding strategy to maximize funding sources at Ally Bank and grow our retail deposit base, the percentage of funding sources from Ally Bank has increased in 2012 from 2011 levels. In addition, deposits represent a larger portion of the overall funding mix.

| (\$ in millions) | Bank | Nonbank | Total | % |
|--|-----------|-----------|------------|-----|
| March 31, 2012 | | | | |
| Secured financings | \$ 27,133 | \$ 24,933 | \$ 52,066 | 35 |
| Institutional term debt | — | 23,036 | 23,036 | 16 |
| Retail debt programs (a) | — | 14,289 | 14,289 | 10 |
| Temporary Liquidity Guarantee Program (TLGP) | — | 7,400 | 7,400 | 5 |
| Bank loans and other | 562 | 2,898 | 3,460 | 2 |
| Total debt (b) | 27,695 | 72,556 | 100,251 | 68 |
| Deposits (c) | 41,521 | 5,685 | 47,206 | 32 |
| Total on-balance sheet funding | \$ 69,216 | \$ 78,241 | \$ 147,457 | 100 |
| Off-balance sheet securitizations | | | | |
| Mortgage loans | \$ — | \$ 58,390 | \$ 58,390 | |
| Total off-balance sheet securitizations | \$ — | \$ 58,390 | \$ 58,390 | |
| December 31, 2011 | | | | |
| Secured financings | \$ 25,533 | \$ 27,432 | \$ 52,965 | 37 |
| Institutional term debt | — | 22,456 | 22,456 | 15 |
| Retail debt programs (a) | — | 14,148 | 14,148 | 10 |
| Temporary Liquidity Guarantee Program (TLGP) | — | 7,400 | 7,400 | 5 |
| Bank loans and other | 1 | 2,446 | 2,447 | 2 |
| Total debt (b) | 25,534 | 73,882 | 99,416 | 69 |
| Deposits (c) | 39,604 | 5,446 | 45,050 | 31 |
| Total on-balance sheet funding | \$ 65,138 | \$ 79,328 | \$ 144,466 | 100 |
| Off-balance sheet securitizations | | | | |
| Mortgage loans | \$ — | \$ 60,630 | \$ 60,630 | |
| Total off-balance sheet securitizations | \$ — | \$ 60,630 | \$ 60,630 | |

(a) Primarily includes \$8.9 billion and \$9.0 billion of Ally SmartNotes at March 31, 2012 and December 31, 2011, respectively.

(b) Excludes fair value adjustment as described in Note 15 to the Condensed Consolidated Financial Statements.

(c) Bank deposits include retail, brokered, mortgage escrow, and other deposits. Nonbank deposits include dealer wholesale deposits and deposits at ResMor Trust. Intercompany deposits are not included.

Refer to Note 15 to the Condensed Consolidated Financial Statements for a summary of the scheduled maturity of long-term debt at March 31, 2012.

Funding Facilities

We utilize both committed and uncommitted credit facilities. The financial institutions providing the uncommitted facilities are not contractually obligated to advance funds under them. The amounts outstanding under our various funding facilities are included on our Condensed Consolidated Balance Sheet.

The total capacity in our committed funding facilities is provided by banks and other financial institutions through private transactions. The committed secured funding facilities can be revolving in nature and allow for additional funding during the commitment period, or they can be amortizing and do not allow for any further funding after the closing date. At March 31, 2012, \$32.5 billion of our \$42.9 billion of committed capacity was revolving. Our revolving facilities generally have an original tenor ranging from 364 days to two years. As of March 31, 2012, we had \$18.2 billion of committed funding capacity from revolving facilities with a remaining tenor greater than 364 days.

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Committed Funding Facilities

| (\$ in billions) | Outstanding | | Unused capacity (a) | | Total capacity | |
|-----------------------------------|----------------|----------------|---------------------|----------------|----------------|----------------|
| | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 |
| Bank funding | | | | | | |
| Secured | \$ 4.7 | \$ 5.8 | \$ 4.8 | \$ 3.7 | \$ 9.5 | \$ 9.5 |
| Nonbank funding | | | | | | |
| Unsecured | | | | | | |
| Automotive Finance operations | 0.5 | 0.3 | 0.4 | 0.5 | 0.9 | 0.8 |
| Secured | | | | | | |
| Automotive Finance operations (b) | 13.9 | 14.3 | 13.6 | 13.2 | 27.5 | 27.5 |
| Mortgage operations | 0.9 | 0.7 | 0.2 | 0.5 | 1.1 | 1.2 |
| Total nonbank funding | 15.3 | 15.3 | 14.2 | 14.2 | 29.5 | 29.5 |
| Shared capacity (c) | 0.1 | 1.6 | 3.8 | 2.5 | 3.9 | 4.1 |
| Total committed facilities | \$ 20.1 | \$ 22.7 | \$ 22.8 | \$ 20.4 | \$ 42.9 | \$ 43.1 |

- (a) Funding from committed secured facilities is available on request in the event excess collateral resides in certain facilities or is available to the extent incremental collateral is available and contributed to the facilities.
- (b) Total unused capacity includes \$4.0 billion as of March 31, 2012, and \$4.9 billion as of December 31, 2011, from certain committed funding arrangements that are generally reliant upon the origination of future automotive receivables and that are available in 2012 and 2013.
- (c) Funding is generally available for assets originated by Ally Bank or the parent company, Ally Financial Inc.

Uncommitted Funding Facilities

| (\$ in billions) | Outstanding | | Unused capacity | | Total capacity | |
|-------------------------------------|---------------|---------------|-----------------|---------------|----------------|----------------|
| | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 | Mar. 31, 2012 | Dec. 31, 2011 |
| Bank funding | | | | | | |
| Secured | | | | | | |
| Federal Reserve funding programs | \$ — | \$ — | \$ 2.9 | \$ 3.2 | \$ 2.9 | \$ 3.2 |
| FHLB advances | 5.0 | 5.4 | 0.3 | — | 5.3 | 5.4 |
| Repurchase agreements | 0.6 | — | — | — | 0.6 | — |
| Total bank funding | 5.6 | 5.4 | 3.2 | 3.2 | 8.8 | 8.6 |
| Nonbank funding | | | | | | |
| Unsecured | | | | | | |
| Automotive Finance operations | 2.2 | 1.9 | 0.4 | 0.5 | 2.6 | 2.4 |
| Secured | | | | | | |
| Automotive Finance operations | 0.1 | 0.1 | 0.1 | 0.1 | 0.2 | 0.2 |
| Mortgage operations | — | — | — | 0.1 | — | 0.1 |
| Total nonbank funding | 2.3 | 2.0 | 0.5 | 0.7 | 2.8 | 2.7 |
| Total uncommitted facilities | \$ 7.9 | \$ 7.4 | \$ 3.7 | \$ 3.9 | \$ 11.6 | \$ 11.3 |

Ally Bank Funding Facilities

Facilities for Automotive Finance Operations — Secured

At March 31, 2012, Ally Bank had exclusive access to \$9.5 billion of funding capacity from committed credit facilities. Ally Bank's largest facility is a \$7.5 billion revolving syndicated credit facility secured by automotive receivables. During the first quarter of 2012, we successfully renewed this facility with half of this facility maturing in March 2013, and the remainder maturing in March 2014. At March 31, 2012, the amount outstanding under this facility was \$3.9 billion. Ally Bank also had access to a \$3.9 billion committed facility that is shared with the parent company. In the event these facilities are not renewed, the outstanding debt will be repaid over time as the underlying collateral amortizes.

Nonbank Funding Facilities

Facilities for Automotive Finance Operations — Unsecured

Revolving credit facilities — At March 31, 2012, we maintained \$486 million of commitments in our U.S. unsecured revolving credit

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facility maturing June 2012. We also maintained \$273 million of committed unsecured bank facilities in Canada and \$113 million in Europe. The Canadian facilities expire in June 2012 and the European facilities expire in March 2013.

Facilities for Automotive Finance Operations — Secured

The parent company's largest facility is a \$7.5 billion revolving syndicated credit facility secured by U.S. and Canadian automotive receivables. During the first quarter of 2012, we successfully renewed this facility with half of this facility maturing in March 2013, and the remainder maturing in March 2014. In the event this facility is not renewed at maturity, the outstanding debt will be repaid over time as the underlying collateral amortizes. At March 31, 2012, there was no debt outstanding under this facility. Subsequently, in early April, we borrowed \$3.8 billion under this facility.

In addition to our syndicated revolving credit facility, we also maintain various bilateral and multilateral secured credit facilities in multiple countries that fund our Automotive Finance operations. These are primarily private securitization facilities that fund a specific pool of automotive assets. Many of the facilities have revolving commitments and allow for the funding of additional assets during the commitment period. At March 31, 2012, the parent company maintained exclusive access to \$27.5 billion of committed secured credit facilities and forward purchase commitments to fund automotive assets, and also had access to a \$3.9 billion committed facility that is shared with Ally Bank.

Facilities for Mortgage Operations — Secured

At March 31, 2012, we had capacity of \$158 million to fund eligible mortgage servicing rights and capacity of \$925 million to fund mortgage servicer advances.

Cash Flows

Net cash provided by operating activities was \$2.1 billion for the three months ended March 31, 2012, compared to \$3.0 billion for the same period in 2011. During the three months ended March 31, 2012, the net cash inflow from sales and repayment of mortgage and automotive loans held-for-sale exceeded cash outflow from new originations and purchases of such loans by \$1.5 billion. During the three months ended March 31, 2011, this activity resulted in a net cash inflow of \$3.2 billion.

Net cash used in investing activities was \$4.1 billion for the three months ended March 31, 2012, compared to \$3.6 billion for the same period in 2011. The net cash outflow from finance receivables and loans increased \$0.2 billion for the three months ended March 31, 2012, compared to the same period in 2011. The cash outflow to purchase operating lease assets exceeded cash inflows from disposals of such assets by \$1.0 billion for the three months ended March 31, 2012, compared to a net cash outflow of \$51 million for the three months ended March 31, 2011. The increase in net cash outflows associated with leasing activities compared to the prior year was primarily due to a decrease in cash received on lease dispositions. Cash received from sales and maturities of available-for-sale investment securities, net of purchases, increased \$0.9 billion during the three months ended March 31, 2012, compared to the same period in 2011.

Net cash provided by financing activities for the three months ended March 31, 2012, totaled \$2.1 billion, compared to \$2.2 billion in the same period in 2011. Cash generated from long-term debt issuances exceeded cash used to repay such debt by \$0.7 billion for the three months ended March 31, 2012, compared to \$0.6 billion for the same period in 2011.

Capital Planning and Stress Tests

As a bank holding company with \$50 billion or more of consolidated assets, Ally is required to conduct periodic stress tests and submit a proposed capital action plan to the FRB every January, which the FRB must take action on by the following March. The proposed capital action plan must include a description of all planned capital actions over a nine-quarter planning horizon, including any issuance of a debt or equity capital instrument, any capital distribution, and any similar action that the FRB determines could have an impact on Ally's consolidated capital. The proposed capital action plan must also include a discussion of how Ally will maintain capital above the minimum regulatory capital ratios and above a Tier 1 common equity-to-total risk-weighted assets ratio of 5 percent, and serve as a source of strength to Ally Bank. The FRB must approve Ally's proposed capital action plan before Ally may take any proposed capital action covered by the new regime. Ally submitted its capital plan in January 2012, and on March 13, 2012, the FRB released its Comprehensive Capital Analysis and Review. The FRB objected to Ally's capital plan; however, the FRB did provide notice of non-objection to Ally's planned preferred dividends and interest on the trust preferred securities and subordinated debt. Ally will submit a revised capital plan in mid-June, as required. It is unknown whether the FRB will accept Ally's revised plan as submitted or require further revisions.

Regulatory Capital

Refer to Note 18 to the Condensed Consolidated Financial Statements.

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Credit Ratings

The cost and availability of unsecured financing are influenced by credit ratings, which are intended to be an indicator of the creditworthiness of a particular company, security, or obligation. Lower ratings result in higher borrowing costs and reduced access to capital markets. This is particularly true for certain institutional investors whose investment guidelines require investment-grade ratings on term debt and the two highest rating categories for short-term debt (particularly money market investors).

Nationally recognized statistical rating organizations rate substantially all our debt. The following table summarizes our current ratings and outlook by the respective nationally recognized rating agencies.

| Rating agency | Short-term | Senior debt | Outlook | Date of last action |
|---------------|------------|-------------|-----------------------|----------------------|
| Fitch | B | BB- | Rating Watch Negative | April 18, 2012 (a) |
| Moody's | Not-Prime | B1 | Stable | February 7, 2011 (b) |
| S&P | C | B+ | Stable | May 4, 2011 (c) |
| DBRS | R-4 | BB-Low | Positive | February 4, 2011 (d) |

- (a) Fitch placed our senior debt on Rating Watch Negative due to potential negative implications if ResCap were placed into bankruptcy and affirmed the short term rating of B on April 18, 2012.
- (b) Moody's upgraded our senior debt rating to B1 from B3, affirmed the short-term rating of Not-Prime, and affirmed the outlook of Stable on February 7, 2011.
- (c) Standard & Poor's upgraded our senior debt rating to B+ from B, affirmed the short-term rating of C, and affirmed the outlook of Stable on May 4, 2011.
- (d) DBRS affirmed our senior debt rating of BB-Low, affirmed the short-term rating of R-4, and changed the outlook to Positive on February 4, 2011.

Off-balance Sheet Arrangements

Refer to Note 10 to the Condensed Consolidated Financial Statements.

Purchase Obligations

Certain of the structures related to whole-loan sales, securitization transactions, and other off-balance sheet activities contain provisions that are standard in the whole-loan sale and securitization markets where we may (or, in certain limited circumstances, are obligated to) purchase specific assets from entities. Our obligations are as follows.

Loan Repurchases and Obligations Related to Loan Sales

Overview

Certain mortgage companies (Mortgage Companies) within our Mortgage operations sell loans that take the form of securitizations guaranteed by the GSEs, securitizations to private investors, and to whole-loan investors. In connection with a portion of our Mortgage Companies' private-label securitizations, the monolines insured all or some of the related bonds and guaranteed timely repayment of bond principal and interest when the issuer defaults. In connection with securitizations and loan sales, the trustee for the benefit of the related security holders and, if applicable, the related monoline insurer, are provided various representations and warranties related to the loans sold. The specific representations and warranties vary among different transactions and investors but typically relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the transaction, including compliance with underwriting standards or loan criteria established by the buyer, the ability to deliver required documentation and compliance with applicable laws. In general, the representations and warranties described above may be enforced against the applicable Mortgage Companies at any time unless a sunset provision is in place. Upon discovery of a breach of a representation or warranty, the breach is corrected in a manner conforming to the provisions of the sale agreement. This may require the applicable Mortgage Companies to repurchase the loan, indemnify the investor for incurred losses, or otherwise make the investor whole. We have entered into settlement agreements with both Fannie Mae and Freddie Mac that, subject to certain exclusions, limit our remaining exposure with the GSEs. See Government-sponsored Enterprises below. ResCap assumes all of the customary mortgage representation and warranty obligations for loans purchased from Ally Bank and subsequently sold into the secondary market, generally through securitizations guaranteed by the GSEs. In the event ResCap fails to meet these obligations, Ally Financial Inc. has guaranteed Ally Bank coverage of certain of these liabilities.

Originations

The total exposure of the applicable Mortgage Companies to mortgage representation and warranty claims is most significant for loans originated and sold between 2004 through 2008, specifically the 2006 and 2007 vintages that were originated and sold prior to enhanced underwriting standards and risk-mitigation actions implemented in 2008 and forward. Since 2009, we have focused primarily on originating domestic prime conforming and government-insured mortgages. In addition, we ceased offering interest-only jumbo mortgages in 2010. Representation and warranty risk-mitigation strategies include, but are not limited to, pursuing settlements with investors where economically beneficial in order to resolve a pipeline of demands in lieu of loan-by-loan assessments that could result in repurchasing loans, aggressively contesting claims we do not consider valid (rescinding claims), or seeking recourse against correspondent lenders from whom we purchased loans wherever appropriate.

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The following table summarizes domestic mortgage loans sold with contractual representation and warranty obligations by the type of investor (original unpaid principal balance).

| | Three months ended March 31, | Year ended December 31, | | | | | | | |
|-------------------------------|---------------------------------|-------------------------|---------|---------|---------|---------|----------|----------|----------|
| (\$ in billions) | 2012 | 2011 | 2010 | 2009 | 2008 | 2007 | 2006 | 2005 | 2004 |
| GSEs | | | | | | | | | |
| Fannie Mae | \$ 5.7 | \$ 33.9 | \$ 35.3 | \$ 21.2 | \$ 24.9 | \$ 31.6 | \$ 33.5 | \$ 31.8 | \$ 30.5 |
| Freddie Mac | 2.5 | 15.8 | 15.7 | 8.7 | 12.3 | 15.5 | 12.6 | 16.1 | 13.7 |
| Ginnie Mae | 1.9 | 8.1 | 16.2 | 24.9 | 12.5 | 3.2 | 3.6 | 4.2 | 4.8 |
| Private-label securitizations | | | | | | | | | |
| Insured (monolines) | — | — | — | — | — | 6.5 | 10.7 | 10.4 | 15.1 |
| Uninsured | — | — | 0.3 | — | — | 29.1 | 63.6 | 53.5 | 35.9 |
| Whole-loan/other | 0.1 | 0.4 | 1.6 | 0.1 | 2.2 | 8.2 | 23.9 | 17.4 | 10.9 |
| Total sales | \$ 10.2 | \$ 58.2 | \$ 69.1 | \$ 54.9 | \$ 51.9 | \$ 94.1 | \$ 147.9 | \$ 133.4 | \$ 110.9 |

Repurchase Process

After receiving a claim under representation and warranty obligations, the applicable Mortgage Companies will review the claim to determine the appropriate response (e.g. appeal and provide or request additional information) and take appropriate action (rescind, repurchase the loan, or remit indemnification payment). Historically, repurchase demands were generally related to loans that became delinquent within the first few years following origination. As a result of market developments over the past several years, investor repurchase demand behavior has changed significantly. GSEs and investors are more likely to submit claims for loans at any point in the loan's life cycle, including requests for loans that become delinquent or loans that incur a loss. Representation and warranty claims are generally reviewed on a loan-by-loan basis to validate if there has been a breach requiring a potential repurchase or indemnification payment. The applicable Mortgage Companies actively contest claims to the extent they are not considered valid. The applicable Mortgage Companies are not required to repurchase a loan or provide an indemnification payment where claims are not valid.

During the three months ended March 31, 2012, we experienced an increase in new claims compared to the same period in 2011, primarily due to an increase in repurchase requests relating to uninsured PLS. The following table presents new claims by vintage (original unpaid principal balance).

| (\$ in millions) | Three months ended March 31, | |
|-----------------------|------------------------------|---------------|
| | 2012 | 2011 (a) |
| 2004 and prior period | \$ 17 | \$ 7 |
| 2005 | 21 | 7 |
| 2006 | 95 | 15 |
| 2007 | 41 | 24 |
| 2008 | 44 | 25 |
| Post 2008 | 35 | 53 |
| Unspecified | — | 2 |
| Total claims | \$ 253 | \$ 133 |

(a) Excludes certain populations where counterparties have requested additional documentation.

The risk of repurchase or indemnification and the associated credit exposure is managed through underwriting and quality assurance practices and by servicing mortgage loans to meet investor standards. We believe that, in general, the longer a loan performs prior to default the less likely it is that an alleged breach of representation and warranty will be found to have a material and adverse impact on the loan's performance. When loans are repurchased, the applicable Mortgage Companies bear the related credit loss on the loans. Repurchased loans are classified as held-for-sale and initially recorded at fair value.

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The following table summarizes the unpaid principal balance on mortgage loans repurchased in connection with our representation and warranty obligations.

| (\$ in millions) | Three months ended March 31, | |
|-------------------------------|------------------------------|-------|
| | 2012 | 2011 |
| GSEs | \$ 19 | \$ 43 |
| Private-label securitizations | | |
| Insured (monolines) | 4 | — |
| Uninsured | — | — |
| Whole-loan/other | 3 | 5 |
| Total loan repurchases | \$ 26 | \$ 48 |

The following table summarizes indemnification payments made in connection with our representation and warranty obligations.

| (\$ in millions) | Three months ended March 31, | |
|--------------------------------|------------------------------|-------|
| | 2012 | 2011 |
| GSEs | \$ 21 | \$ 15 |
| Private-label securitizations | | |
| Insured (monolines) | — | 2 |
| Uninsured | — | — |
| Whole-loan/other | 6 | — |
| Total indemnification payments | \$ 27 | \$ 17 |

The following table presents the total number and original unpaid principal balance of loans related to unresolved representation and warranty demands (indemnification claims or repurchase demands). The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

| (\$ in millions) | March 31, 2012 | | December 31, 2011 (a) | |
|--|-----------------|-----------------------|-----------------------|-----------------------|
| | Number of loans | Original UPB of loans | Number of loans | Original UPB of loans |
| GSEs | 457 | \$ 89 | 357 | \$ 71 |
| Insured PLS (monolines) | | | | |
| MBIA | 7,314 | 491 | 7,314 | 490 |
| FGIC | 4,826 | 382 | 4,608 | 369 |
| Other | 937 | 70 | 730 | 58 |
| Uninsured PLS | 294 | 78 | 38 | 7 |
| Whole-loan/other | 561 | 85 | 475 | 74 |
| Total number of loans and unpaid principal balance | 14,389 | \$ 1,195 | 13,522 | \$ 1,069 |

(a) Excludes certain populations where counterparties have requested additional documentation.

We are currently in litigation with MBIA Insurance Corporation (MBIA) and Financial Guaranty Insurance Company (FGIC) with respect to certain of their private-label securitizations. Historically we have requested that most of the repurchase demands presented to us by both MBIA and FGIC be rescinded, consistent with the repurchase process described above. As the litigation process proceeds, additional loan reviews are expected and will likely result in additional repurchase demands.

Representation and Warranty Obligation Reserve Methodology

The liability for representation and warranty obligations reflects management's best estimate of probable lifetime losses at the applicable Mortgage Companies. We consider historical and recent demand trends in establishing the reserve. The methodology used to estimate the reserve considers a variety of assumptions including borrower performance (both actual and estimated future defaults), repurchase demand behavior, historical loan defect experience, historical mortgage insurance rescission experience, and historical and estimated future loss experience, which includes projections of future home price changes as well as other qualitative factors including investor behavior. In cases where we do not have or have limited current or historical demand experience with an investor, it is difficult to predict and estimate the level and timing of any potential future demands. In such cases, we may not be able to reasonably estimate losses, and a liability is not recognized. Management monitors the adequacy of the overall reserve and makes adjustments to the level of reserve, as necessary, after consideration of other qualitative factors including ongoing dialogue and experience with counterparties.

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At the time a loan is sold, an estimate of the fair value of the liability is recorded and classified in accrued expenses and other liabilities on our Condensed Consolidated Balance Sheet and recorded as a component of gain (loss) on mortgage and automotive loans, net, in our Condensed Consolidated Statement of Comprehensive Income. We recognize changes in the liability when additional relevant information becomes available. Changes in the estimate are recorded as other operating expenses in our Condensed Consolidated Statement of Comprehensive Income. The repurchase reserve at March 31, 2012, relates primarily to non-GSE exposure.

Government-sponsored Enterprises

Between 2004 and 2008, the applicable Mortgage Companies sold \$250.8 billion of loans to the GSEs. Each GSE has specific guidelines and criteria for sellers and servicers of loans underlying their securities. In addition, the risk of credit loss of the loan sold was generally transferred to investors upon sale of the securities into the secondary market. Conventional conforming loans were sold to either Freddie Mac or Fannie Mae, and government-insured loans were securitized with Ginnie Mae. For the three months ended March 31, 2012, the applicable Mortgage Companies received repurchase claims relating to \$128 million of original unpaid principal balance of which \$93 million are associated with the 2004 through 2008 vintages. The remaining \$35 million in repurchase claims relate to post-2008 vintages. During the three months ended March 31, 2012, the applicable Mortgage Companies resolved claims with respect to \$110 million of original unpaid principal balance, including settlement, repurchase, or indemnification payments related to \$60 million of original unpaid principal balance, and rescinded claims related to \$50 million of original unpaid principal balance. The applicable Mortgage Companies' representation and warranty obligation liability with respect to the GSEs considers the existing unresolved claims and the best estimate of future claims that could be received. The Mortgage Companies consider their experience with the GSE in evaluating its liability. During 2010, we reached agreements with Freddie Mac and Fannie Mae that, subject to certain exclusions, limits the remaining exposure of the applicable Mortgage Companies to each counterparty.

In March 2010, certain of our Mortgage Companies entered into an agreement with Freddie Mac under which we made a one-time payment to Freddie Mac for the release of repurchase obligations relating to most of the mortgage loans sold to Freddie Mac prior to January 1, 2009. This agreement does not release obligations of the applicable Mortgage Companies with respect to exposure for private-label mortgage-backed securities (MBS) in which Freddie Mac had previously invested, loans where Ally Bank is the owner of the servicing, as well as defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations we have with Freddie Mac, including all indemnification obligations that may arise in connection with the servicing of the mortgages. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$10.9 billion. For the three months ended March 31, 2012, the amount of losses taken on loans repurchased relating to defects where Ally Bank was the owner of the servicing was \$5 million and the amount of losses taken on loans that we have repurchased relating to defects in the other specified categories was \$2 million. These other specified categories include (i) loans subject to certain state predatory lending and similar laws; (ii) groups of 25 or more mortgage loans purchased, originated, or serviced by one of our mortgage subsidiaries, the purchase, origination, or sale of which all involve a common actor who committed fraud; (iii) "non-loan-level" representations and warranties which refer to representations and warranties that do not relate to specific mortgage loans (examples of such non-loan-level representations and warranties include the requirement that our mortgage subsidiaries meet certain standards to be eligible to sell or service loans for Freddie Mac or our mortgage subsidiaries sold or serviced loans for market participants that were not acceptable to Freddie Mac); and (iv) mortgage loans that are ineligible for purchase by Freddie Mac under its charter and other applicable documents. If, however, a mortgage loan was ineligible under Freddie Mac's charter solely because mortgage insurance was rescinded (rather than for example, because the mortgage loan is secured by a commercial property), and Freddie Mac required our mortgage subsidiary to repurchase that loan because of the ineligibility, Freddie Mac would pay our mortgage subsidiary any net loss we suffered on any later liquidation of that mortgage loan.

Certain of our Mortgage Companies received subpoenas in July 2010 from the Federal Housing Finance Agency (FHFA), which is the conservator of Fannie Mae and Freddie Mac. The subpoenas relating to Fannie Mae investments have been withdrawn with prejudice. The FHFA indicated that documents provided in response to the remaining subpoenas will enable the FHFA to determine whether they believe issuers of private-label MBS are potentially liable to Freddie Mac for losses they might have incurred. Although Freddie Mac has not brought any representation and warranty claims against us with respect to private-label securities subsequent to the settlement, they may well do so in the future. The FHFA has commenced securities and related common law fraud litigation against Ally and certain of our Mortgage Companies with respect to certain of Freddie Mac's private-label securities investments. Refer to the Legal Proceedings described in Note 24 to the Condensed Consolidated Financial Statements for additional information.

On December 23, 2010, certain of our mortgage subsidiaries entered into an agreement with Fannie Mae under which we made a one-time payment to Fannie Mae for the release of repurchase obligations related to most of the mortgage loans we sold to Fannie Mae prior to June 30, 2010. The agreement also covers potential exposure for private-label MBS in which Fannie Mae had previously invested. This agreement does not release the obligations of the applicable Mortgage Companies with respect to loans where Ally Bank is the owner of the servicing, as well as for defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations they have with Fannie Mae, including all indemnification obligations that may arise in connection with the servicing of the mortgages, and the applicable Mortgage Companies continue to be obligated to indemnify Fannie Mae for litigation or third-party claims (including by borrowers) for matters that may amount to breaches of selling representations and warranties. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$24.4 billion. For the three months ended March 31, 2012, the amount of losses we have taken on loans that we have repurchased relating to defects where Ally Bank was the owner of the servicing was \$14 million and the amount of losses we have taken on loans that we have repurchased relating to defects in the other specified categories of loans was \$10 million. These other specified categories include, among

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others, (i) those that violate anti-predatory laws or statutes or related regulations or that otherwise violate other applicable laws and regulations; (ii) those that have non-curable defects in title to the secured property, or that have curable title defects, to the extent our mortgage subsidiaries do not cure such defects at our subsidiary's expense; (iii) any mortgage loan in which title or ownership of the mortgage loan was defective; (iv) groups of 13 or more mortgage loans, the purchase, origination, sale, or servicing of which all involve a common actor who committed fraud; and (v) mortgage loans not in compliance with Fannie Mae Charter Act requirements (e.g., mortgage loans on commercial properties or mortgage loans without required mortgage insurance coverage). If a mortgage loan falls out of compliance with Fannie Mae Charter Act requirements because mortgage insurance coverage has been rescinded and not reinstated or replaced, upon the borrower's default our mortgage subsidiaries would have to pay to Fannie Mae the amount of insurance proceeds that would have been paid by the mortgage insurer with respect to such mortgage loan. If the amount of the loss exceeded the amount of insurance proceeds, Fannie Mae would be responsible for such excess.

The following table summarizes the changes in the original unpaid principal balance related to unresolved repurchase demands with respect to our GSE exposure. The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 (a) |
|---|-------|----------|
| Balance at January 1, | \$ 71 | \$ 170 |
| New claims | 128 | 102 |
| Resolved claims (b) | (60) | (133) |
| Rescinded claims/other | (50) | (41) |
| Balance at March 31, | \$ 89 | \$ 98 |

(a) Excludes certain populations where counterparties have requested additional documentation.

(b) Includes losses, settlements, impairments on repurchased loans, and indemnification payments.

Private-label Securitizations (PLS)

In general, representations and warranties provided as part of our securitization activities are less rigorous than those provided to the GSEs and generally impose higher burdens on parties seeking repurchase. In order to successfully assert a claim, it is our position that a claimant must prove a breach of the representations and warranties that materially and adversely affects the interest of the investor in the allegedly defective loan. Securitization documents typically provide the investors with a right to request that the trustee investigate and initiate a repurchase claim. However, a class of investors generally is required to coordinate with other investors in that class comprising not less than 25%, and in some cases, 50%, of the percentage interest constituting a class of securities of that class issued by the trust to pursue claims for breach of representations and warranties. In addition, our private-label securitizations generally require that the servicer or trustee give notice to the other parties whenever it becomes aware of facts or circumstances that reveal a breach of representation that materially and adversely affects the interest of the certificate holders.

Regarding our securitization activities, certain of our Mortgage Companies have exposure to potential losses primarily through two avenues. First, investors, through trustees to the extent required by the applicable agreements (or monoline insurers in certain transactions), may request pursuant to applicable agreements that the applicable Mortgage Company repurchase loans or make the investor whole for losses incurred if it is determined that the applicable Mortgage Company violated representations and warranties made at the time of the sale, provided that such violations materially and adversely impacted the interests of the investor. Contractual representations and warranties are different based on the specific deal structure and investor. It is our position that litigation of these matters must proceed on a loan by loan basis. This issue is being disputed throughout the industry in various pending litigation matters. Similarly in dispute, as a matter of law, is the degree to which claimants will have to prove that the alleged breaches of representations and warranties actually caused the losses they claim to have suffered. Ultimate resolution by courts of these and other legal issues will impact litigation and treatment of non-litigated claims pursuant to similar contractual provisions. Second, investors in securitizations may attempt to achieve rescission of their investments or damages through litigation by claiming that the applicable offering documents were materially deficient. If an investor properly made and proved its allegations, the investor might attempt to claim that damages could include loss of market value on the investment even if there were little or no credit loss in the underlying loans.

Insured Private-label Securitizations (Monolines)

Historically, the applicable Mortgage Companies securitized loans where the monolines insured all or some of the related bonds and guaranteed the timely repayment of bond principal and interest when the issuer defaults. Typically, any alleged breach requires the insurer to have both the ability to assert a claim as well as evidence that a defect has had a material and adverse effect on the interest of the security holders or the insurer. Generally, most claims in connection with private-label securitizations come from Monoline Insurers and continue to represent the majority of outstanding repurchase demands. For the period 2004 through 2007, the Mortgage Companies sold \$42.7 billion of loans into these monoline-wrapped securitizations. During the three months ended March 31, 2012, the Mortgage Companies received repurchase claims related to \$28 million of original unpaid principal balance from the monolines associated with the 2004 through 2007 securitizations. The Mortgage Companies have resolved repurchase demands through indemnification payments related to \$2 million of original unpaid principal balance.

We are currently in litigation with MBIA and FGIC, and additional litigation with other monolines is likely. Refer to Note 24 to the Condensed Consolidated Financial Statements for information with respect to pending litigation.

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The following table summarizes the changes in our original unpaid principal balance related to unresolved repurchase demands with respect to our monoline exposure. The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 (a) |
|---|--------|----------|
| Balance at January 1, | \$ 917 | \$ 661 |
| New claims | 28 | 14 |
| Resolved claims (b) | (2) | (8) |
| Rescinded claims/other | — | — |
| Balance at March 31, | \$ 943 | \$ 667 |

(a) Excludes certain populations where counterparties have requested additional documentation.

(b) Includes losses, settlements, impairments on repurchased loans, and indemnification payments.

The following table summarizes the original unpaid principal balance of our domestic insured private-label mortgage securitization activity issued from various shelf registration statements of our Mortgage Subsidiaries and its corresponding majority product type and current unpaid principal balance for securitizations completed during 2004 through 2007.

| (\$ in billions) | Original UPB | Current UPB at March 31, 2012 | UPB at December 31, 2011 |
|-----------------------------|--------------|-------------------------------|--------------------------|
| RFMSI (Prime) | \$ 1.7 | \$ 0.5 | \$ 0.5 |
| RALI (Option ARM and Alt-A) | 1.4 | 0.6 | 0.6 |
| RAMP (HELOC and Subprime) | 26.5 | 6.0 | 6.3 |
| RASC (Subprime) | 3.6 | 0.6 | 0.6 |
| RFMSII (HELOC) | 9.5 | 2.0 | 2.1 |
| Total | \$ 42.7 | \$ 9.7 | \$ 10.1 |

Uninsured Private-label Securitizations

Historically, the applicable Mortgage Companies securitized loans where all or some of the related bonds were uninsured. These entities are required to make customary representations and warranties about the loans to the investor and/or securitization trust. Though particular application of the language is in dispute in various litigation, the contracts typically require claimants to demonstrate that an alleged breach of representations and warranties has had a material and adverse effect on the interest of the security holder. During the period 2004 through 2007, the Mortgage Companies sold \$182.1 billion of loans into these uninsured private-label securitizations. Claims associated with uninsured PLS were historically self identified and constituted an immaterial portion of new claims. They historically were included within the Whole loan/other category. During the three months ended March 31, 2012, we received a repurchase request from a bond trustee with respect to one uninsured PLS deal for loans originated in 2006 relating to \$70 million of original unpaid principal balance. The Mortgage Companies are currently reviewing this repurchase request.

The following table summarizes the changes in our original unpaid principal balance related to unresolved repurchase demands with respect to our uninsured PLS exposure. The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 (a) |
|---|-------|----------|
| Balance at January 1, | \$ 8 | \$ 3 |
| New claims | 75 | 3 |
| Resolved claims (b) | (4) | — |
| Rescinded claims/other | (1) | — |
| Balance at March 31, | \$ 78 | \$ 6 |

(a) Excludes certain populations where counterparties have requested additional documentation.

(b) Includes losses, settlements, impairments on repurchased loans, and indemnification payments.

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Historically, our Mortgage operations were very active in the securitization market, selling whole loans into special-purpose entities and selling these private-label MBS to investors. The following table summarizes the original unpaid principal balance of our domestic uninsured private-label mortgage securitization activity issued from various shelf registration statements of our Mortgage Subsidiaries and its corresponding majority product type and current unpaid principal balance for securitizations completed during 2004 through 2007.

| (\$ in billions) | Original UPB | Current UPB at March 31, 2012 | UPB at December 31, 2011 |
|-----------------------------|--------------|----------------------------------|-----------------------------|
| RFMSI (Prime) | \$ 21.8 | \$ 7.9 | \$ 8.3 |
| RALI (Option ARM and Alt-A) | 66.7 | 25.4 | 26.2 |
| RAMP (HELOC and Subprime) | 55.9 (a) | 12.5 | 12.9 |
| RASC (Subprime) | 36.8 | 7.8 | 8.0 |
| RFMSII (HELOC) | 0.9 | 0.2 | 0.3 |
| Total | \$ 182.1 | \$ 53.8 | \$ 55.7 |

(a) RAMP original unpaid principal balance comprises \$37.7 billion subprime, \$8.8 billion prime, and \$9.4 billion other.

Whole-loan Sales

In addition to the settlements with the GSEs noted earlier, certain of our Mortgage Companies have settled with whole-loan investors concerning alleged breaches of underwriting standards. For the three months ended March 31, 2012, certain of our Mortgage Companies have received \$22 million of original unpaid principal balance in repurchase claims, all of which are associated with the 2004 through 2008 vintages of loans sold to whole-loan investors. Certain of our Mortgage Companies resolved claims related to \$10 million of original unpaid principal balance, including settlements, repurchases, indemnification payments, and rescinded claims.

The following table summarizes the changes in the original unpaid principal balance related to unresolved repurchase demands with respect to our whole-loan sales exposure.

| Three months ended March 31, (\$ in millions) | 2012 | 2011 (a) |
|---|-------|----------|
| Balance at January 1, | \$ 73 | \$ 85 |
| New claims | 22 | 13 |
| Resolved claims (b) | (6) | (7) |
| Rescinded claims/other | (4) | (24) |
| Balance at March 31, | \$ 85 | \$ 67 |

(a) Excludes certain populations where counterparties have requested additional documentation.

(b) Includes losses, settlements, impairments on repurchased loans, and indemnification payments.

Private Mortgage Insurance

Mortgage insurance is required for certain consumer mortgage loans sold to the GSEs and certain securitization trusts and may have been in place for consumer mortgage loans sold to whole-loan investors. Mortgage insurance is typically required for first-lien consumer mortgage loans having a loan-to-value ratio at origination of greater than 80 percent. Mortgage insurers are, in certain circumstances, permitted to rescind existing mortgage insurance that covers consumer loans if they demonstrate certain loan underwriting requirements have not been met. Upon receipt of a rescission notice, the applicable Mortgage Companies will assess the notice and, if appropriate, refute the notice, or if the notice cannot be refuted, the applicable Mortgage Companies attempt to remedy the defect. In the event the mortgage insurance cannot be reinstated, the applicable Mortgage Companies may be obligated to repurchase the loan or provide an indemnification payment in the event of a loss, subject to contractual limitations. While the applicable Mortgage Companies make every effort to reinstate the mortgage insurance, they have had limited success and as a result, most of these requests result in rescission of the mortgage insurance. At March 31, 2012, the applicable Mortgage Companies have approximately \$173 million in original unpaid principal balance of outstanding mortgage insurance rescission notices where we have not received a repurchase demand. However, this unpaid principal amount is not representative of expected future losses.

Private-label Mortgage-backed Securities Litigation, Repurchase Obligations, and Related Claims

We believe it is reasonably possible that losses beyond amounts currently reserved for the litigation matters described in Note 24 to the Condensed Consolidated Financial Statements and potential repurchase obligations and related claims with respect to our Mortgage Companies discussed above could occur, and such losses could have a material adverse impact on our results of operations, financial position, or cash flows. However, based on currently available information, we are unable to estimate a range of reasonably possible losses above reserves that have been established.

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Critical Accounting Estimates

We identified critical accounting estimates that, as a result of judgments, uncertainties, uniqueness, and complexities of the underlying accounting standards and operations involved could result in material changes to our financial condition, results of operations, or cash flows under different conditions or using different assumptions.

Our most critical accounting estimates are as follows.

- Fair value measurements
- Allowance for loan losses
- Valuation of automobile lease assets and residuals
- Valuation of mortgage servicing rights
- Goodwill
- Determination of reserves for insurance losses and loss adjustment expenses
- Legal and regulatory reserves
- Loan repurchase and obligations related to loan sales
- Determination of provision for income taxes

As part of our quarterly assessment of critical accounting estimates, we concluded that in accordance with Accounting Standards Codification 740, *Income Taxes*, there was a change in the methodologies and processes used in developing the provision for income taxes from what was described in our 2011 Annual Report on Form 10-K. Refer to Note 1 to the Condensed Consolidated Financial Statements for further discussion regarding the methodology and process used in the determination of provision for income taxes. There have been no other significant changes in the methodologies and processes used in developing these estimates from what was described in our 2011 Annual Report on Form 10-K.

Fair Value of Financial Instruments

We use fair value measurements to record fair value adjustments to certain instruments and to determine fair value disclosures. Refer to Note 21 to the Condensed Consolidated Financial Statements for description of valuation methodologies used to measure material assets and liabilities at fair value and details of the valuation models, key inputs to those models, and significant assumptions utilized. We follow the fair value hierarchy set forth in Note 21 to the Condensed Consolidated Financial Statements in order to prioritize the inputs utilized to measure fair value. We review and modify, as necessary, our fair value hierarchy classifications on a quarterly basis. As such, there may be reclassifications between hierarchy levels.

The following table summarizes assets and liabilities measured at fair value and the amounts measured using Level 3 inputs. The table includes recurring and nonrecurring measurements.

| (\$ in millions) | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Assets at fair value | \$ 26,568 | \$ 30,172 |
| As a percentage of total assets | 14% | 16% |
| Liabilities at fair value | \$ 5,092 | \$ 6,299 |
| As a percentage of total liabilities | 3% | 4% |
| Assets at fair value using Level 3 inputs | \$ 4,570 | \$ 4,666 |
| As a percentage of assets at fair value | 17% | 15% |
| Liabilities at fair value using Level 3 inputs | \$ 875 | \$ 878 |
| As a percentage of liabilities at fair value | 17% | 14% |

We have numerous internal controls in place to ensure the appropriateness of fair value measurements. Significant fair value measures are subject to detailed analytics and management review and approval. We have an established model validation policy and program in place that covers all models used to generate fair value measurements. This model validation program ensures a controlled environment is used for the development, implementation, and use of the models and change procedures. Further, this program uses a risk-based approach to select models to be reviewed and validated by an independent internal risk group to ensure the models are consistent with their intended use, the logic within the models is reliable, and the inputs and outputs from these models are appropriate. Additionally, a wide array of operational controls are in place to ensure the fair value measurements are reasonable, including controls over the inputs into and the outputs from the fair value measurement models. For example, we backtest the internal assumptions used within models against actual performance. We also monitor the market for recent trades, market surveys, or other market information that may be used to benchmark model inputs or outputs. Certain valuations will also be benchmarked to market indices when appropriate and available. We have scheduled model and/or input

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recalibrations that occur on a periodic basis but will recalibrate earlier if significant variances are observed as part of the backtesting or benchmarking noted above.

Considerable judgment is used in forming conclusions from market observable data used to estimate our Level 2 fair value measurements and in estimating inputs to our internal valuation models used to estimate our Level 3 fair value measurements. Level 3 inputs such as interest rate movements, prepayment speeds, credit losses, and discount rates are inherently difficult to estimate. Changes to these inputs can have a significant effect on fair value measurements. Accordingly, our estimates of fair value are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange.

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

Statistical Table

The accompanying supplemental information should be read in conjunction with the more detailed information, including our Condensed Consolidated Financial Statements and the notes thereto, which appears elsewhere in this Quarterly Report.

Net Interest Margin Table

The following table presents an analysis of net interest margin excluding discontinued operations for the periods shown.

| Three months ended March 31, (\$ in millions) | 2012 | | | 2011 | | | Increase (decrease) due to (a) | | |
|--|------------------------|--|----------------|------------------------|--|----------------|--------------------------------|------------|--------|
| | Average balance (b) | Interest income/ interest expense | Yield/ rate | Average balance (b) | Interest income/ interest expense | Yield/ rate | Volume | Yield/Rate | Total |
| Assets | | | | | | | | | |
| Interest-bearing cash and cash equivalents | \$ 10,641 | \$ 14 | 0.53% | \$ 13,041 | \$ 12 | 0.37% | \$ (2) | \$ 4 | \$ 2 |
| Trading assets | 990 | 11 | 4.47 | 318 | 3 | 3.83 | 7 | 1 | 8 |
| Investment securities (c) | 13,704 | 79 | 2.32 | 14,591 | 98 | 2.72 | (6) | (13) | (19) |
| Loans held-for-sale, net | 7,754 | 73 | 3.79 | 8,877 | 84 | 3.84 | (11) | — | (11) |
| Finance receivables and loans, net (d) | 117,482 | 1,678 | 5.74 | 104,385 | 1,621 | 6.30 | 193 | (136) | 57 |
| Investment in operating leases, net (e) | 9,649 | 247 | 10.30 | 8,947 | 385 | 17.45 | 28 | (166) | (138) |
| Total interest-earning assets | 160,220 | 2,102 | 5.28 | 150,159 | 2,203 | 5.95 | 209 | (310) | (101) |
| Noninterest-bearing cash and cash equivalents | 2,004 | | | 1,032 | | | | | |
| Other assets | 23,796 | | | 24,898 | | | | | |
| Allowance for loan losses | (1,528) | | | (1,864) | | | | | |
| Total assets | \$ 184,492 | | | \$ 174,225 | | | | | |
| Liabilities | | | | | | | | | |
| Interest-bearing deposit liabilities | \$ 44,796 | \$ 186 | 1.67% | \$ 38,156 | \$ 166 | 1.76% | \$ 28 | \$ (8) | \$ 20 |
| Short-term borrowings | 6,905 | 75 | 4.37 | 7,107 | 92 | 5.25 | (3) | (14) | (17) |
| Long-term debt (f) (g) (h) | 91,558 | 1,177 | 5.17 | 87,060 | 1,406 | 6.55 | 70 | (299) | (229) |
| Total interest-bearing liabilities (f) (g) (i) | 143,259 | 1,438 | 4.04 | 132,323 | 1,664 | 5.10 | 95 | (321) | (226) |
| Noninterest-bearing deposit liabilities | 2,141 | | | 2,017 | | | | | |
| Total funding sources (g) (j) | 145,400 | 1,438 | 3.98 | 134,340 | 1,664 | 5.02 | | | |
| Other liabilities | 19,612 | | | 19,473 | | | | | |
| Total liabilities | 165,012 | | | 153,813 | | | | | |
| Total equity | 19,480 | | | 20,412 | | | | | |
| Total liabilities and equity | \$ 184,492 | | | \$ 174,225 | | | | | |
| Net financing revenue | | \$ 664 | | | \$ 539 | | \$ 114 | \$ 11 | \$ 125 |
| Net interest spread (k) | | | 1.24% | | | 0.85% | | | |
| Net interest spread excluding original issue discount (k) | | | 1.60 | | | 1.86 | | | |
| Net interest spread excluding original issue discount and including noninterest bearing deposit liabilities (k) | | | 1.65 | | | 1.92 | | | |
| Net yield on interest-earning assets (l) | | | 1.67 | | | 1.46 | | | |
| Net yield on interest-earning assets excluding original issue discount (l) | | | 1.94 | | | 2.26 | | | |

(a) Changes in interest not solely due to volume or yield/rate are allocated in proportion to the absolute dollar amount of change in volume and yield/rate.

(b) Average balances are calculated using a combination of monthly and daily average methodologies.

(c) Excludes income on equity investments of \$5 million during the three months ended March 31, 2012 and 2011, respectively. Yields on available-for-sale debt securities are based on fair value as opposed to historical cost.

(d) Nonperforming finance receivables and loans are included in the average balances. For information on our accounting policies regarding nonperforming status, refer to Note 1 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

(e) Includes gains on sale of \$54 million and \$120 million during the three months ended March 31, 2012 and 2011, respectively. Excluding these gains on sale, the annualized yield would be 8.04% and 12.01% at March 31, 2012 and 2011, respectively.

(f) Includes the effects of derivative financial instruments designated as hedges.

(g) Average balance includes \$2,062 million and \$3,000 million related to original issue discount at March 31, 2012 and 2011, respectively. Interest expense includes original issue discount amortization of \$108 million and \$299 million during the three months ended March 31, 2012 and 2011, respectively.

(h) Excluding original issue discount the rate on long-term debt was 4.59% and 4.99% at March 31, 2012 and 2011, respectively.

(i) Excluding original issue discount the rate on total interest-bearing liabilities was 3.68% and 4.09% at March 31, 2012 and 2011, respectively.

(j) Excluding original issue discount the rate on total funding sources was 3.63% and 4.03% at March 31, 2012 and 2011, respectively.

(k) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities.

(1) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.

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Management's Discussion and Analysis

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Recently Issued Accounting Standards

Refer to Note 1 to the Condensed Consolidated Financial Statements.

Forward-looking Statements

The foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations and other portions of this Form 10-Q contain various forward-looking statements within the meaning of applicable federal securities laws, including the Private Securities Litigation Reform Act of 1995, that are based upon our current expectations and assumptions concerning future events that are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated.

The words "expect," "anticipate," "estimate," "forecast," "initiative," "objective," "plan," "goal," "project," "outlook," "priorities," "target," "intend," "evaluate," "pursue," "seek," "may," "would," "could," "should," "believe," "potential," "continue," or the negative of any of these words or similar expressions is intended to identify forward-looking statements. All statements herein, other than statements of historical fact, including without limitation statements about future events and financial performance, are forward-looking statements that involve certain risks and uncertainties.

While these statements represent our current judgment on what the future may hold and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and Ally's actual results may differ materially due to numerous important factors that are described in the most recent reports on Forms 10-K and 10-Q for Ally, each of which may be revised or supplemented in subsequent reports on Forms 10-Q and 8-K. Such factors include, among others, the following: maintaining the mutually beneficial relationship between Ally and General Motors (GM), and Ally and Chrysler; the profitability and financial condition of GM and Chrysler; securing low-cost funding for us and Residential Capital, LLC (ResCap); our ability to realize the anticipated benefits associated with being a bank holding company, and the increased regulation and restrictions that we are now subject to; any impact resulting from delayed foreclosure sales or related matters; the potential for legal liability resulting from claims related to the sale of private-label mortgage-backed securities; risks related to potential repurchase obligations due to alleged breaches of representations and warranties in mortgage securitization transactions; changes in U.S. government-sponsored mortgage programs or disruptions in the markets in which our mortgage subsidiaries operate; continued challenges in the residential mortgage markets; the continuing negative impact on ResCap and our mortgage business generally due to the recent decline in the U.S. housing market; uncertainty of our ability to enter into transactions or execute strategic alternatives to realize the value of our ResCap operations; the potential for deterioration in the residual value of off-lease vehicles; disruptions in the market in which we fund our operations, with resulting negative impact on our liquidity; changes in our accounting assumptions that may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; changes in the credit ratings of Ally, ResCap, Chrysler, or GM; changes in economic conditions, currency exchange rates or political stability in the markets in which we operate; and changes in the existing or the adoption of new laws, regulations, policies or other activities of governments, agencies, and similar organizations (including as a result of the Dodd-Frank Act).

Use of the term "loans" describes products associated with direct and indirect lending activities of Ally's global operations. The specific products include retail installment sales contracts, loans, lines of credit, leases or other financing products. The term "originate" refers to Ally's purchase, acquisition, or direct origination of various "loan" products.

Quantitative and Qualitative Disclosures about Market Risk

Ally Financial Inc. • Form 10-Q

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Refer to the Market Risk section of Item 2, Management's Discussion and Analysis.

Controls and Procedures

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Item 4. Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), designed to ensure that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized, and reported within the specified time periods. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (Principal Executive Officer) and Senior Executive Vice President of Finance and Corporate Planning (Principal Financial Officer), to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures and concluded that our disclosure controls and procedures were effective.

There were no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal controls over financial reporting.

Our management, including our Principal Executive Officer and Principal Financial Officer, does not expect that our disclosure controls or our internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Ally have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II — OTHER INFORMATION

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Item 1. Legal Proceedings

Refer to Note 24 to the Condensed Consolidated Financial Statements (incorporated herein by reference) for a discussion related to our legal proceedings, which supplements the discussion of legal proceedings set forth in Note 31 to our 2011 Annual Report on Form 10-K.

Item 1A. Risk Factors

Other than with respect to the risk factor provided below, there have been no material changes to the Risk Factors described in our 2011 Annual Report on Form 10-K.

Risks Related to Our Business

There is substantial doubt about ResCap's ability to continue as a going concern, and ResCap is actively considering reorganization under bankruptcy laws.

ResCap may not be able to meet its debt service obligations. ResCap did not make a \$20 million semi-annual interest payment that was due on April 17, 2012, related to \$473 million of unsecured debt principal, which matures in 2013. Further, ResCap was in default on certain of its financial covenants as of December 31, 2011, due to insufficient equity levels, and it is possible that further defaults could occur in the future due to insufficient capital or liquidity.

ResCap remains heavily dependent on Ally and its affiliates for funding and capital support. While Ally has agreed to extend the maturity date for certain existing intercompany facilities on a short-term basis until May 14, 2012, there can be no assurance that Ally or its affiliates will continue any such support or that Ally will choose to execute any further strategic transactions with respect to ResCap or that any transactions undertaken will be successful.

ResCap is actively considering reorganization under bankruptcy laws. If this were to occur, we could incur significant charges, substantial litigation could result, and repayment of our credit exposure to ResCap could be at risk. We currently estimate a range of reasonably possible losses arising at the time of a ResCap bankruptcy filing, including our investment in ResCap, to be between \$400 million and \$1.25 billion. This estimated range is based on significant judgment and numerous assumptions that are subject to change, and which could be material.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed on the accompanying Index of Exhibits are filed as a part of this report. This Index is incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, this 27th day of April, 2012.

Ally Financial Inc.
(Registrant)

/s/ JEFFREY J. BROWN

Jeffrey J. Brown
*Senior Executive Vice President of
Finance and Corporate Planning*

/s/ DAVID J. DEBRUNNER

David J. DeBrunner
*Vice President, Chief Accounting Officer, and
Corporate Controller*

INDEX OF EXHIBITS

| Exhibit | Description | Method of Filing |
|---------|---|---|
| 10 | Consent Judgment, dated March 12, 2012 | Filed Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated as of March 14, 2012 (File No. 1-3754), incorporated herein by reference. |
| 12 | Computation of Ratio of Earnings to Fixed Charges | Filed herewith. |
| 31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) | Filed herewith. |
| 31.2 | Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) | Filed herewith. |
| 32 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 | Filed herewith. |
| 101 | Interactive Data File | Filed herewith. |

Exhibit 12

Ally Financial Inc.

Ratio of Earnings to Fixed Charges

| (\$ in millions) | Three months ended March 31, | Year ended December 31, | | | | |
|--|---------------------------------|-------------------------|----------|----------|----------|----------|
| | 2012 (a) | 2011 (a) | 2010 (a) | 2009 (a) | 2008 (a) | 2007 (a) |
| Earnings | | | | | | |
| Consolidated net income (loss) from continuing operations | 302 | (112) | 986 | (6,983) | 4,863 | (1,950) |
| Income tax expense (benefit) from continuing operations | 64 | 179 | 153 | 74 | (150) | 477 |
| Equity-method investee distribution | — | — | — | — | 111 | 65 |
| Equity-method investee (earnings) losses | (29) | (87) | (57) | (10) | 533 | 5 |
| Minority interest expense | — | 1 | 1 | 1 | 1 | 2 |
| Consolidated income (loss) from continuing operations before income taxes, minority interest, and income or loss from equity investees | 337 | (19) | 1,083 | (6,918) | 5,358 | (1,401) |
| Fixed charges | 1,419 | 6,298 | 6,743 | 7,017 | 10,041 | 13,592 |
| Earnings available for fixed charges | 1,756 | 6,279 | 7,826 | 99 | 15,399 | 12,191 |
| Fixed charges | | | | | | |
| Interest, discount, and issuance expense on debt | 1,411 | 6,266 | 6,712 | 6,984 | 9,991 | 13,533 |
| Portion of rentals representative of the interest factor | 8 | 32 | 31 | 33 | 50 | 59 |
| Total fixed charges | 1,419 | 6,298 | 6,743 | 7,017 | 10,041 | 13,592 |
| Preferred dividend requirements (b) | 243 | 763 | 2,149 | 1,224 | — | 192 |
| Total fixed charges and preferred dividend requirements | 1,662 | 7,061 | 8,892 | 8,241 | 10,041 | 13,784 |
| Ratio of earning to fixed charges (c) | 1.24 | 0.99 | 1.16 | 0.01 | 1.53 | 0.90 |
| Ratio of earnings to fixed charges and preferred dividend requirements (d) | 1.06 | 0.89 | 0.88 | 0.01 | 1.53 | 0.88 |

- (a) During 2011, 2010, and 2009, we committed to sell certain operations of our International Automotive Finance operations, Insurance operations, Mortgage operations, and Commercial Finance Group. We report these businesses separately as discontinued operations in the Condensed Consolidated Financial Statements. Refer to Note 2 to the Condensed Consolidated Financial Statements for further discussion of our discontinued operations. All reported periods of the calculation of the ratio of earnings to fixed charges exclude discontinued operations.
- (b) Amount for 2010 includes a \$616 million reduction to retained earnings (accumulated deficit) related to a conversion of preferred stock and related amendment that occurred on December 30, 2010.
- (c) The ratio indicates a less than one-to-one coverage for the years ended December 31, 2011, 2009, and 2007. Earnings for the years ended December 31, 2011, 2009, and 2007 were inadequate to cover fixed charges. The deficient amounts for the ratio were \$19 million, \$6,918 million, and \$1,401 million for the years ended December 31, 2011, 2009, and 2007, respectively.
- (d) The ratio indicates a less than one-to-one coverage for the years ended December 31, 2011, 2010, 2009, and 2007. Earnings for the years ended December 31, 2011, 2010, 2009, and 2007 were inadequate to cover total fixed charges and preferred dividend requirements. The deficient amounts for the ratio were \$782 million, \$1,066 million, \$8,142 million, and \$1,593 million for the years ended December 31, 2011, 2010, 2009, and 2007, respectively.

Exhibit 31.1

Ally Financial Inc.

I, Michael A. Carpenter, certify that:

1. I have reviewed this report on Form 10-Q of Ally Financial Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2012

/s/ MICHAEL A. CARPENTER

Michael A. Carpenter
Chief Executive Officer

Exhibit 31.2

Ally Financial Inc.

I, Jeffrey J. Brown, certify that:

1. I have reviewed this report on Form 10-Q of Ally Financial Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2012

/s/ JEFFREY J. BROWN

Jeffrey J. Brown
*Senior Executive Vice President of
Finance and Corporate Planning*

Exhibit 32

Ally Financial Inc.

Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350

In connection with the Quarterly Report of Ally Financial Inc. (the Company) on Form 10-Q for the period ending March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned officers of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of their knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MICHAEL A. CARPENTER

Michael A. Carpenter

Chief Executive Officer

April 27, 2012

/s/ JEFFREY J. BROWN

Jeffrey J. Brown

*Senior Executive Vice President of
Finance and Corporate Planning*

April 27, 2012

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Ally Financial Inc. and will be furnished to the Securities and Exchange Commission or its staff upon request.

A. 28

Outlook E-mail

From: Ruckdaschel, John
Sent: 4/16/2012 11:59:11 AM
To: 'kpatrick@gibbsbruns.com'
Cc: Hamzehpour, Tammy; Devine, Timothy; Smith, Bradley - (Dorsey & Whitney); Zellmann, Patty - MN
Subject: CONFIDENTIAL: Data Template
Attachments Kathy Patrick Submission Templates 2012_4_16.xls

THIS EMAIL IS CONFIDENTIAL AND SUBJECT TO THE CONFIDENTIALITY AGREEMENT.

Hi, Kathy. Attached is the template populated with aggregated data we have been able to pull together over the past few weeks.

We have included various footnotes to provide clarification on certain of the columns. This is a big project for our business folks and some of the concepts or data points may be tracked by our servicing team in a different way than the template would call for. For example, they have information readily available for historic 90 + delinquencies (columns H, I, J and K), but not 60 + as originally suggested in the template. As a result, we would be happy to put together a meeting or call with the business to walk through all such items to the extent you and your colleagues have questions.

Please let us know your thoughts. Looking forward to our discussion.

Regards,

John G. Ruckdaschel

Ally | Legal – Capital Markets and Treasury
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Minneapolis, Minnesota 55437
T + 952 857-7251 | F + 952 857-7505
John.Ruckdaschel@ally.com

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Document Produced in Native Format

| BALANCE SHEET | | | | | | | | | | Date Balance as of | | 12-12-2012 | | 12-14-2012 | | 12-16-2012 | | 12-18-2012 | | 12-20-2012 | | 12-22-2012 | | 12-24-2012 | | 12-26-2012 | | 12-28-2012 | | 12-30-2012 | | 1-1-2013 | | 1-3-2013 | | 1-5-2013 | | 1-7-2013 | | 1-9-2013 | | 1-11-2013 | | 1-13-2013 | | 1-15-2013 | | 1-17-2013 | | 1-19-2013 | | 1-21-2013 | | 1-23-2013 | | 1-25-2013 | | 1-27-2013 | | 1-29-2013 | | 1-31-2013 | | 2-2-2013 | | 2-4-2013 | | 2-6-2013 | | 2-8-2013 | | 2-10-2013 | | 2-12-2013 | | 2-14-2013 | | 2-16-2013 | | 2-18-2013 | | 2-20-2013 | | 2-22-2013 | | 2-24-2013 | | 2-26-2013 | | 2-28-2013 | | 2-30-2013 | | 3-3-2013 | | 3-5-2013 | | 3-7-2013 | | 3-9-2013 | | 3-11-2013 | | 3-13-2013 | | 3-15-2013 | | 3-17-2013 | | 3-19-2013 | | 3-21-2013 | | 3-23-2013 | | 3-25-2013 | | 3-27-2013 | | 3-29-2013 | | 3-31-2013 | | 4-2-2013 | | 4-4-2013 | | 4-6-2013 | | 4-8-2013 | | 4-10-2013 | | 4-12-2013 | | 4-14-2013 | | 4-16-2013 | | 4-18-2013 | | 4-20-2013 | | 4-22-2013 | | 4-24-2013 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| | 9-18-2013 | | 9-20-2013 | | 9-22-2013 | | 9-24-2013 | | 9-26-2013 | | 9-28-2013 | | 9-30-2013 | | 10-2-2013 | | 10-4-2013 | | 10-6-2013 | | 10-8-2013 | | 10-10-2013 | | 10-12-2013 | | 10-14-2013 | | 10-16-2013 | | 10-18-2013 | | 10-20-2013 | | 10-22-2013 | | 10-24-2013 | | 10-26-2013 | | 10-28-2013 | | 10-30-2013 | | 10-31-2013 | | 11-2-2013 | | 11-4-2013 | | 11-6-2013 | | 11-8-2013 | | 11-10-2013 | | 11-12-2013 | | 11-14-2013 | | 11-16-2013 | | 11-18-2013 | | 11-20-2013 | | 11-22-2013 | | 11-24-2013 | | 11-26-2013 | | 11-28-2013 | | 11-30-2013 | | 12-2-2013 | | 12-4-2013 | | 12-6-2013 | | 12-8-2013 | | 12-10-2013 | | 12-12-2013 | | 12-14-2013 | | 12-16-2013 | | 12-18-2013 | | 12-20-2013 | | 12-22-2013 | | 12-24-2013 | | 12-26-2013 | | 12-28-2013 | | 12-30-2013 | | 1-1-2014 | | 1-3-2014 | | 1-5-2014 | | 1-7-2014 | | 1-9-2014 | | 1-11-2014 | | 1-13-2014 | | 1-15-2014 | | 1-17-2014 | | 1-19-2014 | | 1-21-2014 | | 1-23-2014 | | 1-25-2014 | | 1-27-2014 | | 1-29-2014 | | 1-31-2014 | | 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A. 29

From: Devine, Timothy
Sent: 4/17/2012 9:57:19 AM
To: Lee, Gary S.; Hamzehpour, Tammy
Subject: RE: Kathy Patrick follow-up

Would 11 am work?

Short story: Gary and I had very constructive talk yesterday on number of issues. On KP next steps, I don't think we should share dollar range of potential AFI contribution (Gary and I had discussed including some figures). I think it's premature given that business has not got to a number yet. Can always share with her at next round of discussion. Would recommend we simply indicate all the rest – the structure of the proposed outcomes, the potential for substantial contribution from AFI, fragility of the goal but clarity of purpose for comprehensive third party releases, etc.,

Thanks.

Tim

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

From: Lee, Gary S. [mailto:GLee@mofo.com]
Sent: Tuesday, April 17, 2012 9:33 AM
To: Devine, Timothy; Hamzehpour, Tammy
Subject: RE: Kathy Patrick follow-up

How is 10.30?

Gary S. Lee
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
T. 212.468.8042
F. 212.468.7900
glee@mofo.com

From: Devine, Timothy [mailto:Timothy.Devine@ally.com]
Sent: Tuesday, April 17, 2012 9:29 AM
To: Hamzehpour, Tammy; Lee, Gary S.
Subject: Kathy Patrick follow-up

Let's find 10 minutes to talk this morning. Will catch up and make plans for next steps. Thanks. Tim

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

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A. 30

ResCap

Steve Abreu
Jonathan Ilany
John Mack
Tom Marano
Ted Smith
Pam West
Jim Whitlinger

Residential Capital, LLC Board of Directors Meeting
Wednesday, May 9, 2012, 3:00 pm (ET)

Dial-in No.: 866-203-0920 / International No.: 206-445-0056
Conference Code: 53396-93036

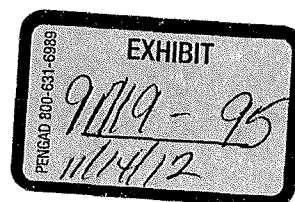
A special telephonic meeting of the ResCap Board of Directors will be held Wednesday, May 9, 2012, at 3:00 pm (ET). An agenda is attached. Supporting materials will be distributed just before the meeting.

Please let me know if you are unable to participate. Feel free to contact me by phone (313.656.6301) or email (cathy.quenneville@ally.com) should you have any questions. Thank you.

Cathy Quenneville
Secretary
5/9/12

cc: Tammy Hamzehpour
Morrison Cohen
Morrison & Foerster

ResCap Confidential



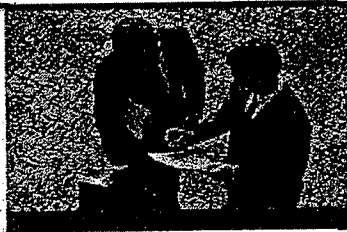
**Residential Capital, LLC
Board of Directors
Wednesday, May 9, 2012, 3:00 pm (ET)**

Agenda

| | <u>Length</u> | <u>Start</u> |
|--|----------------------|---------------------|
| 1. <u>Proposed Legal Settlement</u> | (30 min) | 3:00 pm |
| 2. <u>Project Bounce Update</u> | (30 min) | 3:30 pm |

ResCap Private Label Securities
Rep & Warrant Settlement Discussion
Supporting Information
May 9th, 2012

Confidential



RESCAP

Privileged and Confidential
For Settlement Purposes Only

2004-2007 PLS R&W Analysis

| | A | B | C | D |
|----|-----------------------------------|-----------|------------------|-----|
| | ResCap Issued Deals | | | |
| | ResCap Issuance | KP Group | % of Total Issue | |
| 1 | Original Balance | 226,029.3 | 171,250.8 | 76% |
| 2 | Current Balance | 63,284.8 | 49,238.1 | 78% |
| | % Delinquent | 28% | 29% | |
| 3 | Cume Loss To Date | 29,891.9 | 22,694.1 | 76% |
| 4 | Projected Loss | 14,225.7 | 10,937.4 | 77% |
| 5 | Est Lifetime Loss | 44,117.5 | 33,631.5 | 76% |
| 6 | Est Lifetime Loss % of Orig Bal | 19.5% | 19.6% | |
| 13 | ResCap Settlement - 19.72% Defect | 8,700.0 | 6,632.1 | 76% |
| 14 | Lehman Claim Amount - 35% Defect | 15,441.1 | 11,771.0 | 76% |
| 15 | BofA Baseline - 36% Defect | 15,882.3 | 12,107.4 | 76% |

(a) Collateral and Bond information sourced from Intex files

Key Notes:

- 1) KP's Investor group covers 82% of RFC issued non-wrapped deals and 88% of GMACM issued non-wrapped deals
- 2) KP's Investor group covers 63% of RFC issued wrapped deals and 28% of GMACM issued wrapped deals
- 3) [REDACTED]
- 4) ResCap projected losses based on third party vendor model (ADCO LDM), and the model was calibrated to fit ResCap collateral performance by product/vintage
- 5) ResCap projected severity based on Moody's baseline HPI forecast and ADCO model loss estimations
- 6) There could be amounts conceded if the true defect rate is below the 19.72% based on actual loan file reviews and application of litigation defenses.
- 7) Lehman bankruptcy estimated claim amount for plan voting based on 35% defect rate. The defect rate could be higher as claims are resolved.
- 8) BofA proposed settlement defect rate set at 36% prior to litigation adjustments
- 9) KP has factored into the analysis the estimated recovery amount through bankruptcy, as well as third party releases.

Executive Summary | Key Assumptions

- [REDACTED]
[REDACTED]
- [REDACTED]
[REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
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- [REDACTED]

A. 31

From: Devine, Timothy
Sent: Monday, April 16, 2012 9:56 PM
To: Kathy D. Patrick
Subject: Confidentiality Agreement

CONFIDENTIAL PER AGREEMENT

Kathy:

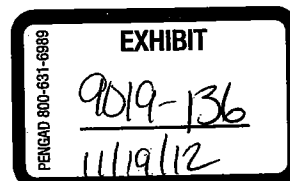
I'm hoping to schedule something with you tomorrow or Wednesday on the issues we've discussed. Attached is a draft confidentiality agreement I've been asked to forward to you by bankruptcy counsel for ResCap. I have not gone through it in detail but it was drafted to permit the sort of information exchange you and I discussed. Counsel's view was that it was necessary in addition to and without limiting the existing confidentiality agreement.

Happy to discuss.

Tim

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

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ALLY_0159943

MoFo Draft 4/16/12

RESIDENTIAL CAPITAL, LLC
1177 Avenue of the Americas
New York, New York 10036

CONFIDENTIAL

April __, 2012

Kathy D. Patrick, Esq.
Gibbs & Bruns LLP
1100 Louisiana St # 5300
Houston, TX 77002

Dear Ms. Patrick:

Reference is made to the Confidentiality Undertaking, dated February 3, 2012 (the "**Discussion Confidentiality Undertaking**"), among Gibbs & Bruns LLP, for itself and on behalf of the Gibbs & Bruns Clients (as defined in the Discussion Confidentiality Undertaking), Ally Financial, Inc. ("**Ally**") and Residential Capital LLC the "**Company**," or "**ResCap**" and, together with its subsidiaries, the "**Companies**")* In connection with your analysis of a possible resolution of the issues identified in the Discussion Confidentiality Undertaking (the "**Possible Settlement**") you have requested information concerning the Companies. As a condition to your being furnished such information, you agree to treat any information (whether (i) prepared by the Companies, their advisors or otherwise or gathered by inspection in connection with the Possible Settlement, (ii) in written, oral, electronic or other form, (iii) not identified as "confidential", or (iv) such information is prepared before, on or after the date hereof in connection with the Possible Settlement) concerning the Companies or any of their affiliates which is furnished to you by or on behalf of the Company in connection with the Possible Settlement (herein collectively referred to as the "**Evaluation Material**") in accordance with the provisions of this letter agreement (the "**Agreement**") and to take or abstain from taking certain actions as set forth herein. The term "Evaluation Material" includes notes, analyses, compilations, summaries, data, studies, interpretations, forecasts, records, memoranda or other documents or information prepared by you which contain, reflect or are based on, in whole or in part, any Evaluation Material.

The term "Evaluation Material" does not include information that (i) is already in your possession, provided that such information is not known by you to be subject to another confidentiality obligation, (ii) is or becomes publicly available other than as a result of a disclosure, directly or indirectly, by you in violation of this Agreement, or (iii) is or becomes available to you on a non-confidential basis from a source other than one of the Companies or

* In this Agreement, the Company and/or the Companies are sometimes referred to as "we" or "us," "Companies" includes the "ResCap Mortgage Companies" as defined in the Discussion Confidentiality Undertaking, and Gibbs & Bruns is sometimes referred to as "you" or "your."

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its advisors, provided that such source is not known by any of you after due inquiry, including the Companies, to be bound by a confidentiality obligation.

You hereby agree that the Evaluation Material will be used solely for the purpose of evaluating the Possible Settlement and will not be used, directly or indirectly, for any other purpose and that such information will be kept confidential by you and will be not be disclosed by you to anyone, including any Gibbs & Bruns Client or representative thereof; *provided, however*, that (i) from and after the time a Gibbs & Bruns Client has executed a confidentiality agreement with the Company, you may disclose such information to such Gibbs & Bruns Client for the sole purpose of evaluating the Possible Settlement between the Company and the Gibbs & Bruns Clients, or (ii) any disclosure of such information may be made to which the Company grants its prior written consent; *provided further*, that you may provide summaries and analyses of the Evaluation Material to the Gibbs & Bruns Clients, provided that such summaries and analyses do not, themselves, contain Evaluation Material or other confidential or business-sensitive information.

If you are requested in any proceeding to disclose any Evaluation Material (including, by oral questions, interrogatories, request for information or documents, subpoena, civil investigative demand or similar process), to the extent legally permissible, you will give the Company prompt notice of such request so that the Company may seek an appropriate protective order. If in the absence of a protective order you are nonetheless compelled to disclose Evaluation Material in any such proceeding, such compelled disclosure may be made without liability hereunder; provided that you must give the Company written notice of the information to be disclosed as far in advance of its disclosure as practicable and, upon request, you must use all reasonable commercial efforts to obtain assurances that confidential treatment will be accorded to such information.

The Evaluation Material is provided for compromise and settlement purposes subject to all the protections of Rule 408 of the Federal Rules of Evidence and Section 4547 of New York's Civil Practice Law and Rules, as well as those applicable protections provided under any and all analogous evidentiary rules and/or privileges of the laws of any other applicable jurisdiction.

Although the Companies have endeavored to include in the Evaluation Material information known to it which it believes to be relevant for the purpose of your investigation, you understand that none of the Companies, their Representatives, nor any of their affiliates have made or make any representation or warranty as to the accuracy or completeness of the Evaluation Material.

At any time upon the written request of the Company for any reason, you agree to promptly deliver to the Company all Evaluation Material and any other material containing or reflecting any information in the Evaluation Material (whether prepared by the Companies, their Representatives or otherwise and regardless of the form or storage medium) furnished to you and will not retain any copies, extracts or other reproductions in whole or in part of such material, except that you may retain any information you are required to retain in order to comply with applicable law, regulatory authority or your pre-existing records retention policy;

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provided that such information is only accessible by your legal or compliance or information technology personnel (as applicable). Notwithstanding anything to the contrary, you will not be obligated to erase Evaluation Material that is either (i) contained in an archive computer system backup that was made in accordance with your archive system procedures or your security and/or disaster recovery procedures or (ii) may be found in summaries, analyses, and other such documents prepared by you and stored on its internal systems in accordance with ordinary business practices; provided that in either case, such information is only accessible by your legal or compliance or information technology personnel (as applicable). All other Evaluation Material must be destroyed by you and such destruction must be certified in writing to the Company by an authorized officer supervising such destruction. Notwithstanding any such writing or written notice or such return or destruction of the Evaluation Material, you will continue to be bound by the obligations of confidentiality set forth herein.

You agree that money damages will not be a sufficient remedy for any breach of this Agreement by you and that the Company will be entitled to equitable relief, including injunction and specific performance, as a remedy for such breach and that you will not oppose the granting of such relief.

This Agreement may be modified or waived only by a separate writing by the Company and you expressly so modifying or waiving such Agreement. You agree that no failure or delay by the Company in exercising any right, remedy, power or privilege hereunder will operate as a waiver thereof, nor will any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any right, power or privilege hereunder. The rights, remedies, powers and privileges herein provided are cumulative and not exclusive of any rights, remedies, powers and privileges provided by law. If any provision of this Agreement is found to violate any statute, regulation, rule, order or decree of any governmental authority, court, agency or exchange, such invalidity will not be deemed to affect any other provision hereof or the validity of the remainder of this Agreement, and such invalid provision will be deemed deleted to the minimum extent necessary to cure such violation. Neither this Agreement nor any of the rights and/or obligations hereunder may be assigned, by operation of law or otherwise, by either party without the prior written consent of the other party, and any attempted assignment or transfer by either party not in accordance herewith will be null and void. Notwithstanding the foregoing, Ally is expressly intended to be a third-party beneficiary hereof. Unless otherwise extended by the parties in writing, this Agreement will automatically terminate on the one-year anniversary hereof.

This Agreement is governed and construed in accordance with the laws of the State of New York, without regard to the conflict of laws principles thereof. The parties hereto (i) agree that any proceeding commenced by either party hereto relating to this Agreement will be commenced only in the state courts located in New York County, New York or the United States District Court for the Southern District of New York and (ii) consent to the exclusive jurisdiction of such courts. Each party hereby irrevocably and unconditionally waives any objection which it may now or hereafter have to the laying of venue in such courts and agrees not to plead or claim in any such court that any such action or legal proceeding brought in any such court has been brought in an inconvenient forum.

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Any notices required by this Agreement will be in writing and must be given by hand or sent by overnight courier, by facsimile (with successful transmission receipt) or by electronic mail (with successful transmission receipt) to the applicable address noted on the last page of this Agreement, with, in the case of any notice to the Companies, a copy to Tammy Hamzehpour, Esq., General Counsel, Residential Capital LLC, fax: 866 572 7524; tammy.hamzehpour@ally.com.

[Signature Page Follows]

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Please confirm your agreement with the foregoing by signing and returning one copy of this Agreement to the undersigned, whereupon this Agreement will be a binding agreement between you and the Company.

Very truly yours,

RESIDENTIAL CAPITAL, LLC

By: Tammy Hamzehpour
Its: General Counsel

Address: 1177 Avenue of the Americas
New York, New York 10036
Fax No.: (866) 572-7524
Email: tammy.hamzehpour@ally.com

Confirmed and Agreed to:

Date: _____

GIBBS & BRUNS LLP

By: Kathy D. Patrick
Its: _____

Address: 1100 Louisiana St # 5300
Houston, TX 77002
Fax No.: 713.750.0903
Email: kpatrick@gibbsbruns.com

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A. 32

REDACTED

A. 33

From: Devine, Timothy
Sent: 4/27/2012 8:22:25 PM
To: Solomon, William Legal; Hamzehpour, Tammy; Lee, Gary S.; Cieri, Richard M.; 'rschrock@kirkland.com'; Ruckdaschel, John
Subject: RE: next steps

Just spoke with KP. Good news overall. Lots more work in short timing.

She told me that she met with her steering committee for 90 minutes today in preliminary session re: our deal.

She told me that the group is committed to working toward a resolution within the bankruptcy. I asked her whether she presented the "input" dollars as we had presented to her and she confirmed that she did. She said that they have authorized her to keep working with us on an accelerated schedule and they are looking forward to a meeting with us directly. I have the clear impression they are at this point at least favorably disposed.

I asked Kathy to send us specific questions her steering committee has so we can work to address them.

When I get those questions I'll forward them to all on this email so we can have both teams collaborate in drafting responses, ensuring alignment at every step.

Couple details: Monoline issue: Kathy and her steering committee understand that some of the monolines will get in line for recovery and thereby deviate some of the water flowing down the waterfall. She is ok with that. To KP's understanding, the monolines get a supersenior position in the waterfall to the extent of their payments to the trust. That's different from the more nuanced understanding we're getting from John R. John R and Orrick are going to do a deep dive this weekend on some deals and educate all of us as to how a settlement would flow in a wrapped deal.

Kathy also asked us to be more clear with regard to who will "take" under the waterfall – all trusts, or only such trusts as present and prove 25% + authority? She is clearly biased to the latter. To that end, she asked that we clarify the FTI waterfalls to indicate whether the percentages indicate takeaways for only such trusts as are "empowered" by 25% + claimants, or all trusts.

KP asked us to let her know as soon as we can when we would be ready for a steering committee presentation.

She asked me to pass along thanks to John R and his team for all their work on the GSE data and also asked me to request John R to reach out again for a couple follow up questions.

Thanks again to all for support of this conversation.

Tim

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

From: Kathy D. Patrick [mailto:kpatrick@gibbsbruns.com]
Sent: Friday, April 27, 2012 7:11 PM
To: Devine, Timothy
Cc: Kathy Patrick; Scott Humphries
Subject: Re: next steps

Tim - I just returned your email and got voicemail. Please feel free to call me at home when you are free. The number is 713 680 3270. I'm available most of the weekend, except Sunday morning, if you want to choose a time.

Thanks,

Kathy

On Apr 27, 2012, at 5:44 PM, "Devine, Timothy" <Timothy.Devine@ally.com> wrote:

Kathy:

Will you please phone me at your convenience? I want to touch base on next steps and am conscious of the clock.

Thanks again.

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

A. 34

Outlook E-mail

From: Devine, Timothy
Sent: 5/1/2012 4:44:12 PM
To: Cieri, Richard M.; Schrock, Ray C.; Lee, Gary S.; Rosten, Linda
Cc: Hamzehpour, Tammy; Ruckdaschel, John; Thompson, William - Legal Dept - PA; Delehey, Lauren - PA; Zellmann, Patty - MN; Solomon, William Legal
Subject: FW: Meeting with KP Steering Committee

Let's book Thursday, 4 – 6, for web meeting. Only presentation material will be the waterfall deck.

We'll need a meeting participation list, which I think will be the same as the FHFA meeting for the AFI/ResCap participants. Please let me know.

Linda R: let's put together an invitation to Kathy Patrick and the Wednesday 1 pm meeting group, minus Steve Hart, and let's set up the web meeting so we'll be the host, and I'll be the "clicker".

Thanks All.

Tim

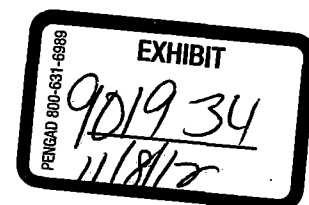
Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477

From: Devine, Timothy
Sent: Tuesday, May 01, 2012 1:03 PM
To: Lee, Gary S.; Hamzehpour, Tammy; Ruckdaschel, John; Cieri, Richard M.; Schrock, Ray C.; Thompson, William - Legal Dept - PA; Zellmann, Patty - MN
Subject: Meeting with KP Steering Committee

KP thanks Gary for responsiveness re: additional material and is ready for us to present to her steering committee, except for:

- (1) she is planning to send us a bit more data re: GMACM holdings, to include in the supplemental materials she requested and Gary's team have prepared;
- (2) she has thrown us two attys fees questions – Gibbs and Brun and BK counsel, one of which ought to be resolved before the steering committee presentation (BK counsel);
- (3) she agrees that a net meeting works, targeting Thursday afn.

Timothy A. Devine
Chief Counsel - Litigation
Ally Financial Inc. Legal Staff
200 Renaissance Center
M/C: 482-B09-B11
Detroit, MI 48265
(313) 656-3477



*FOR SETTLEMENT DISCUSSION PURPOSES ONLY
SUBJECT TO MATERIAL CHANGE*

GMAC ResCap

Discussion Materials

For Settlement Purposes Only - Subject to FRE 408

May 2, 2012

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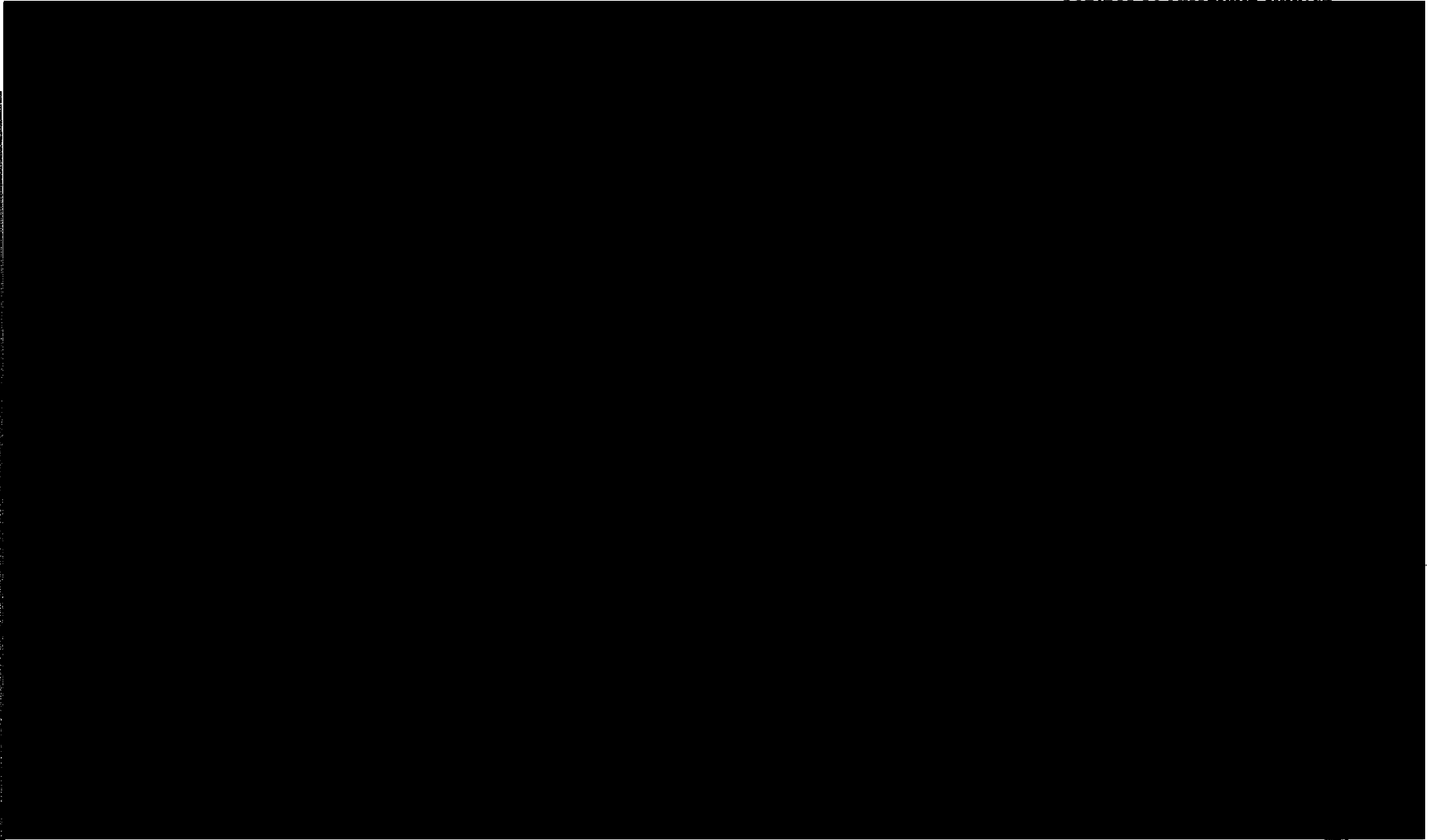


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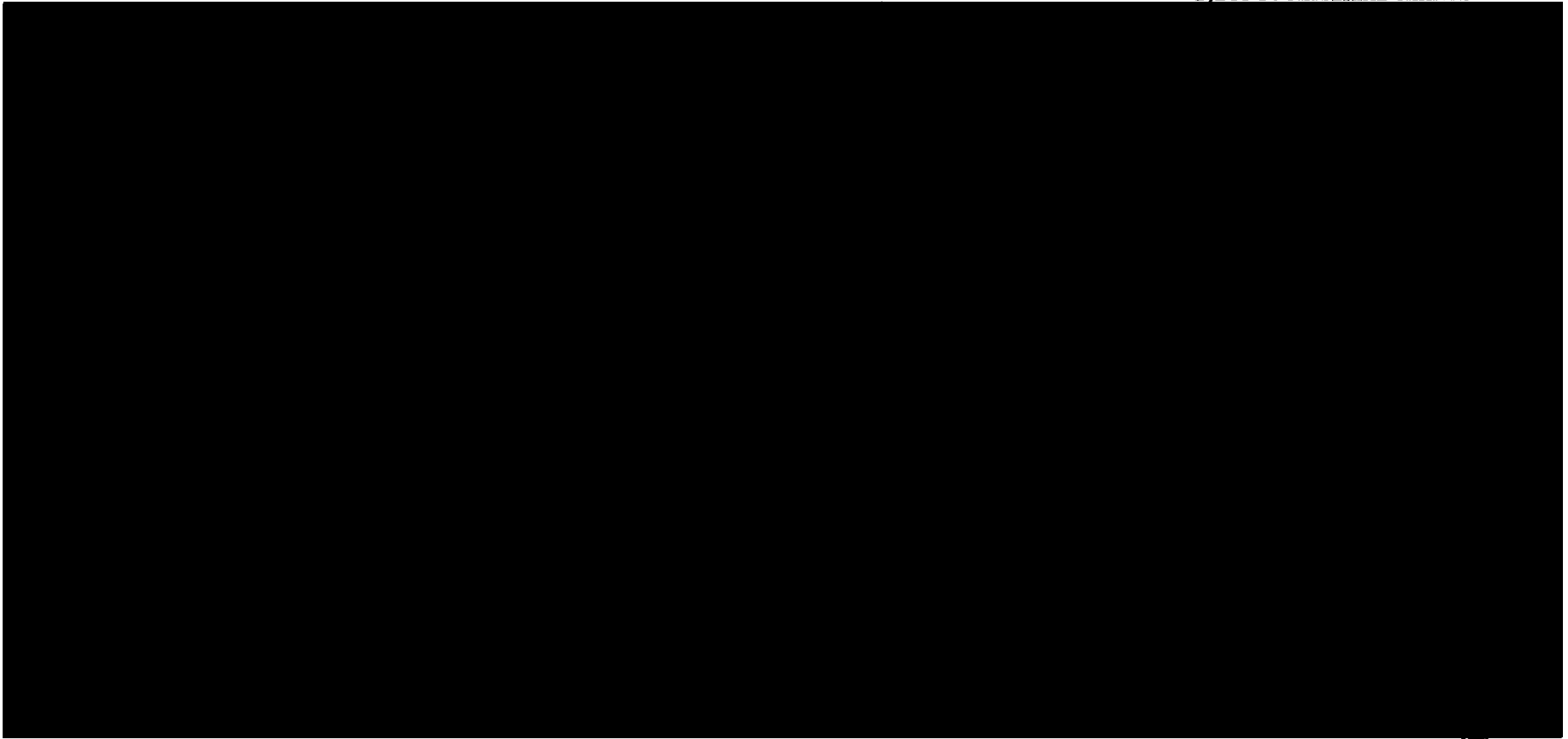
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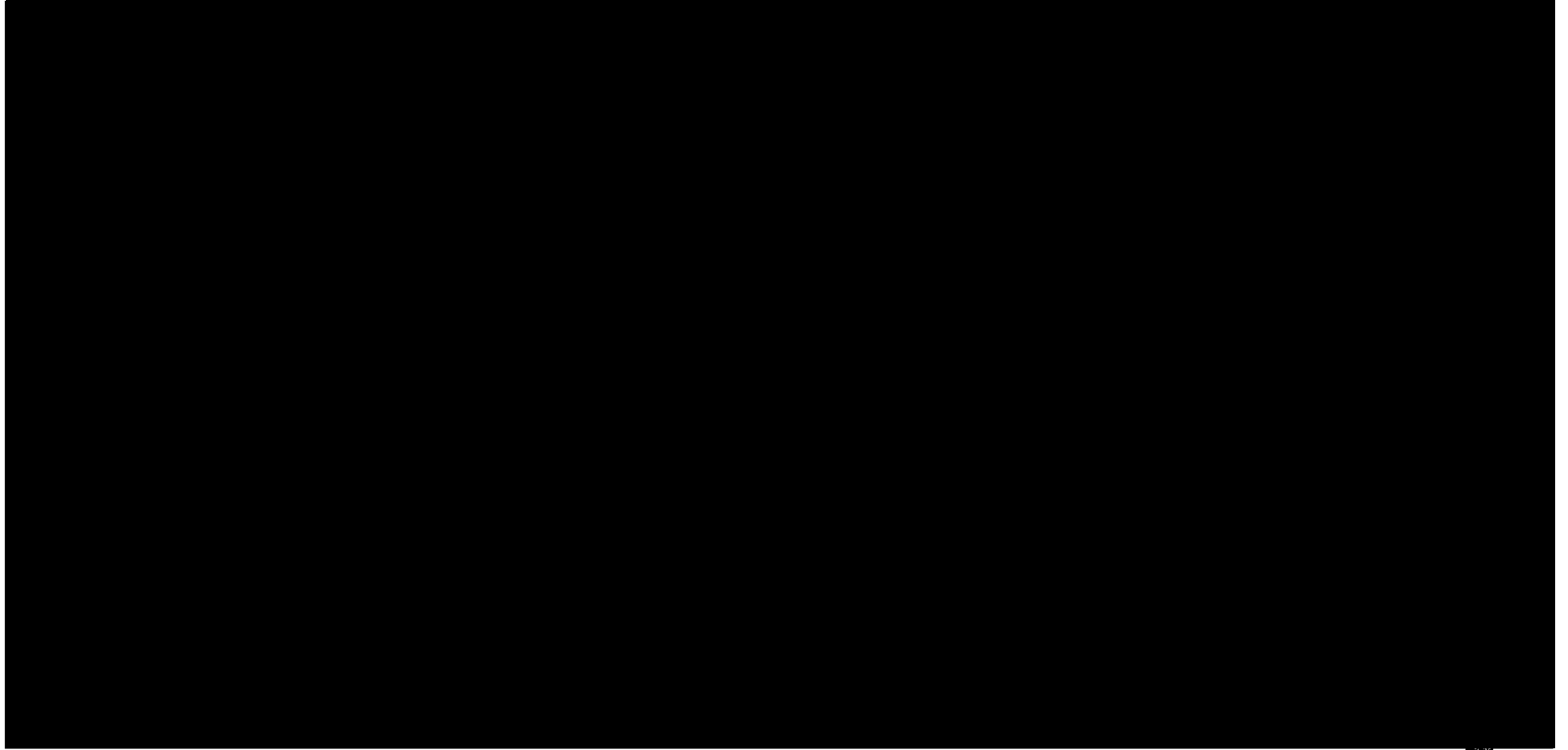
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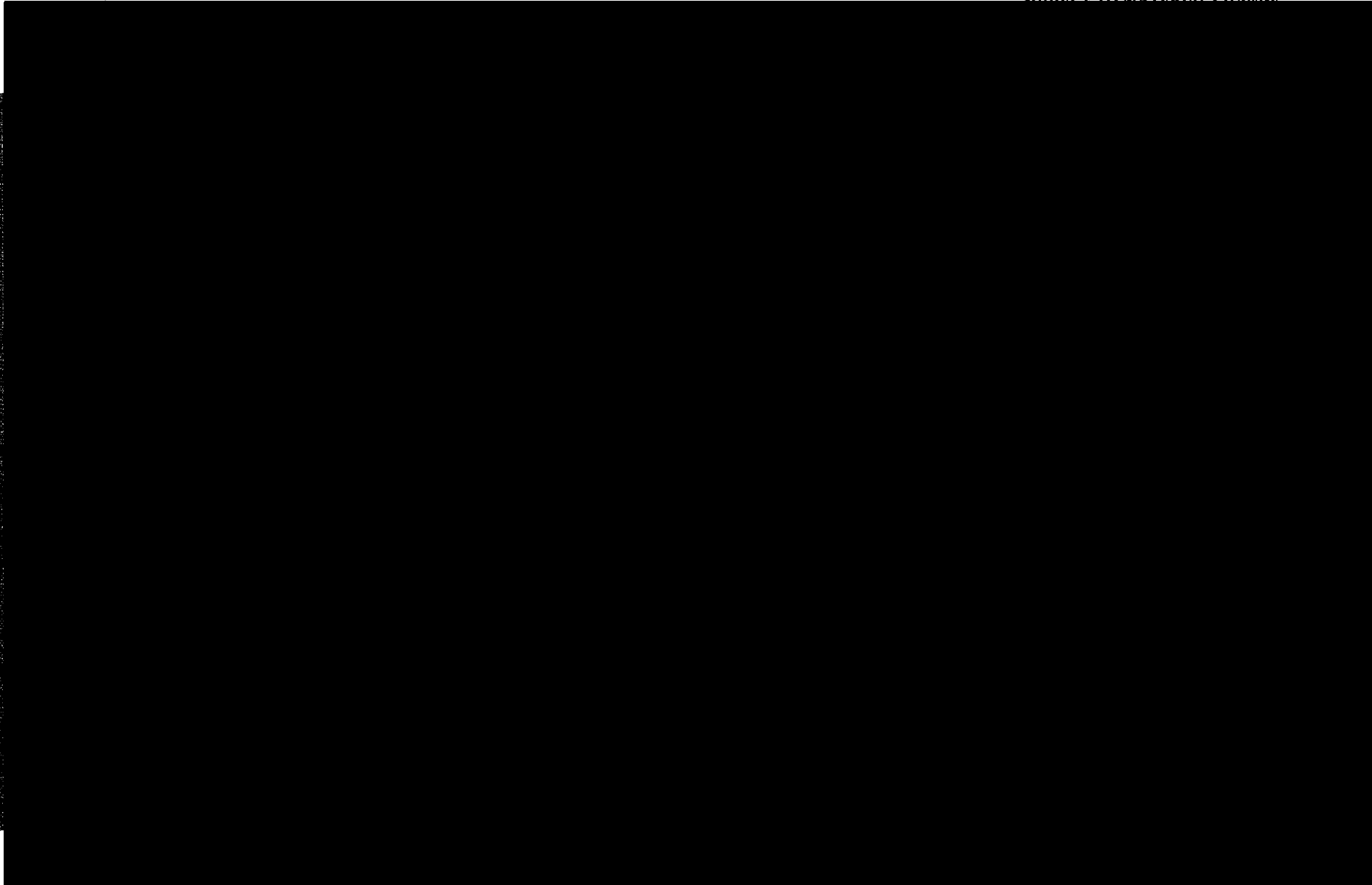
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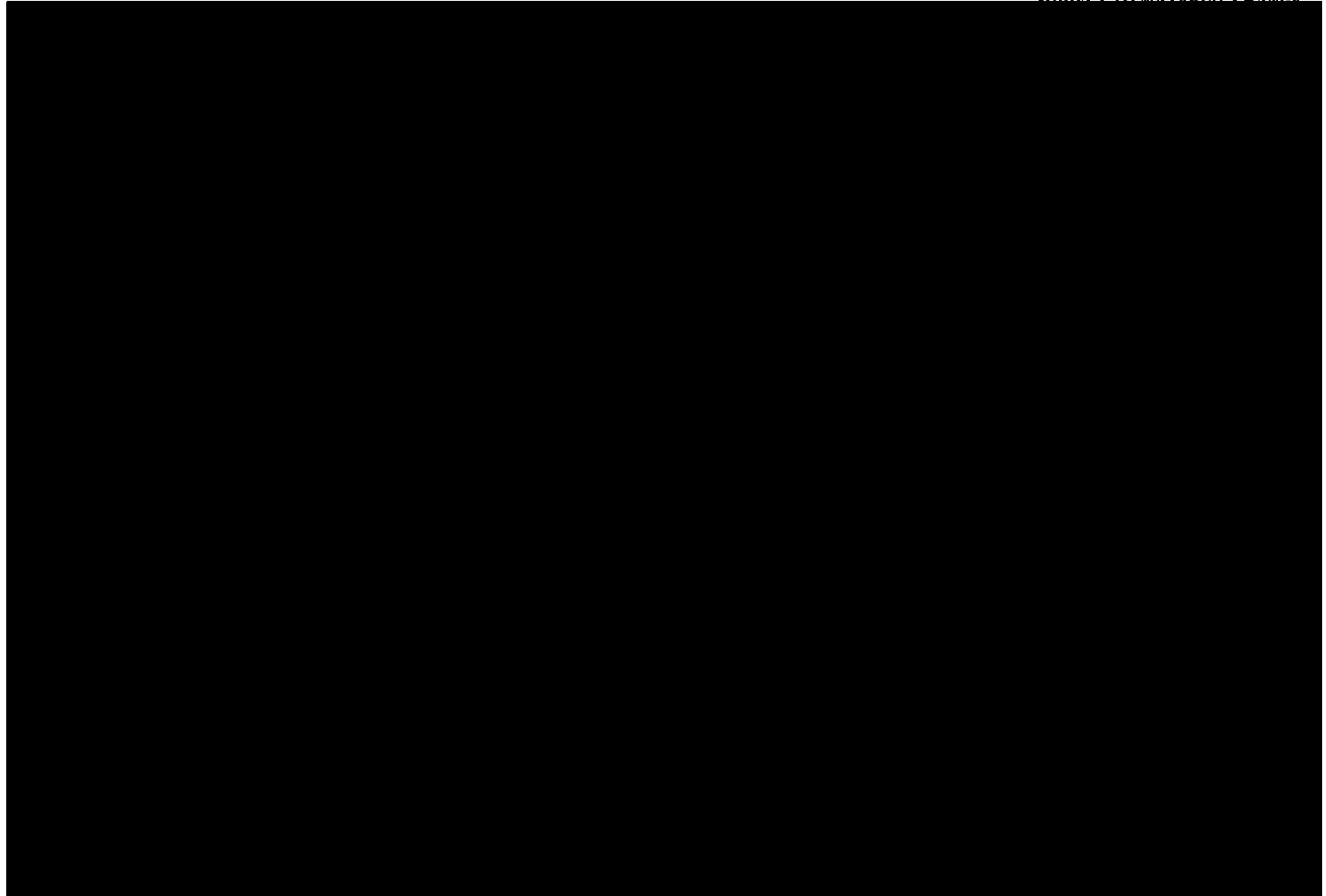


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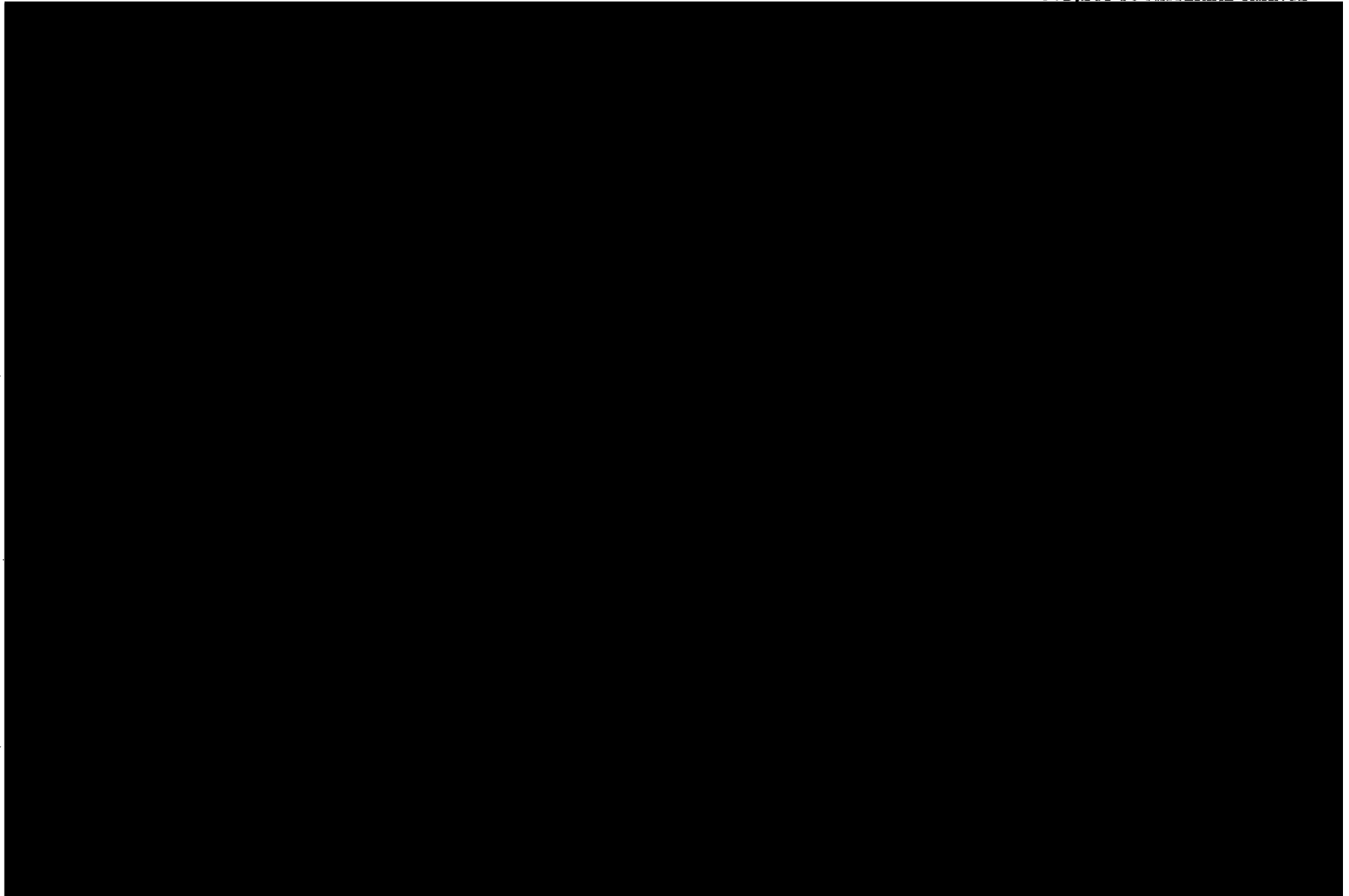
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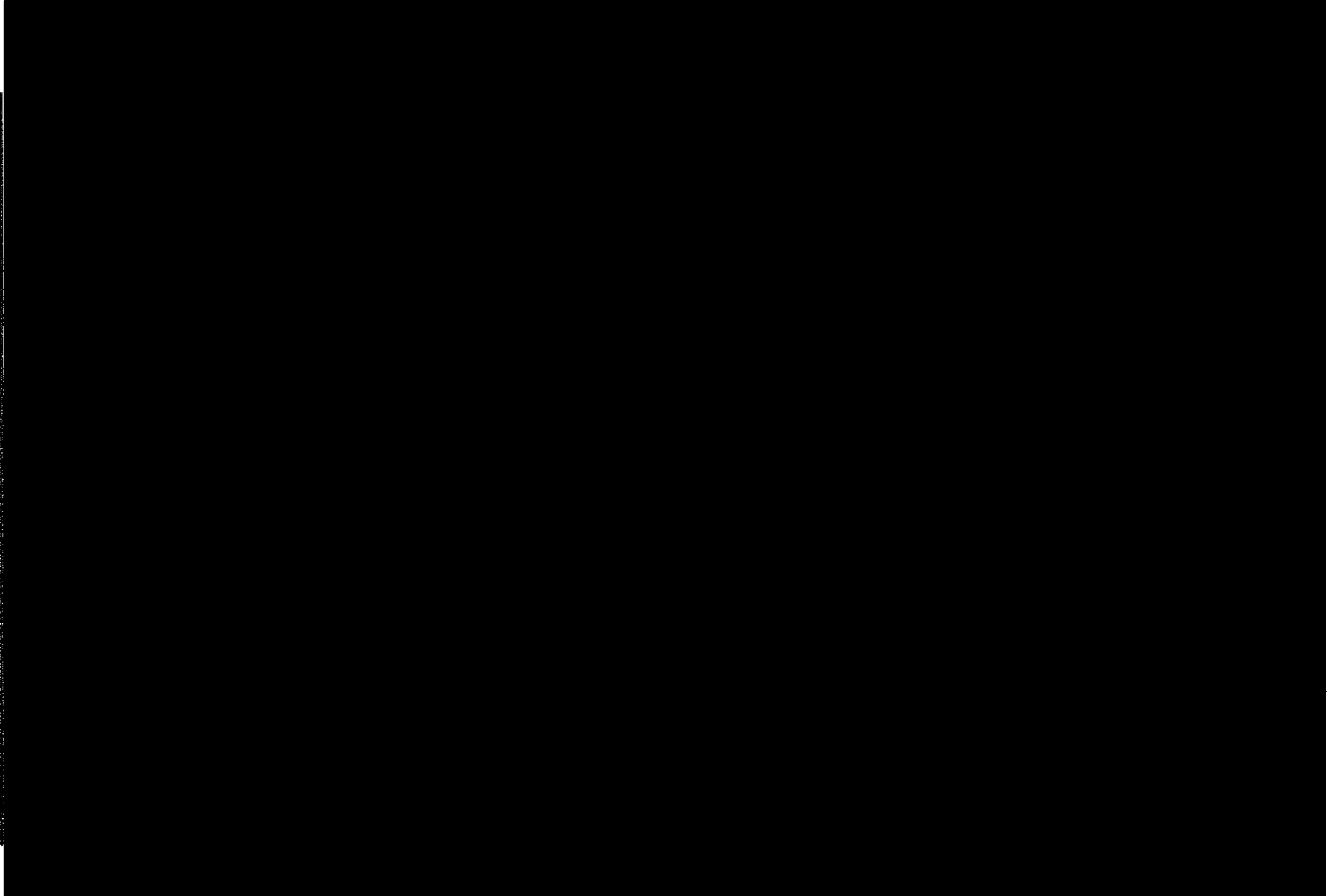
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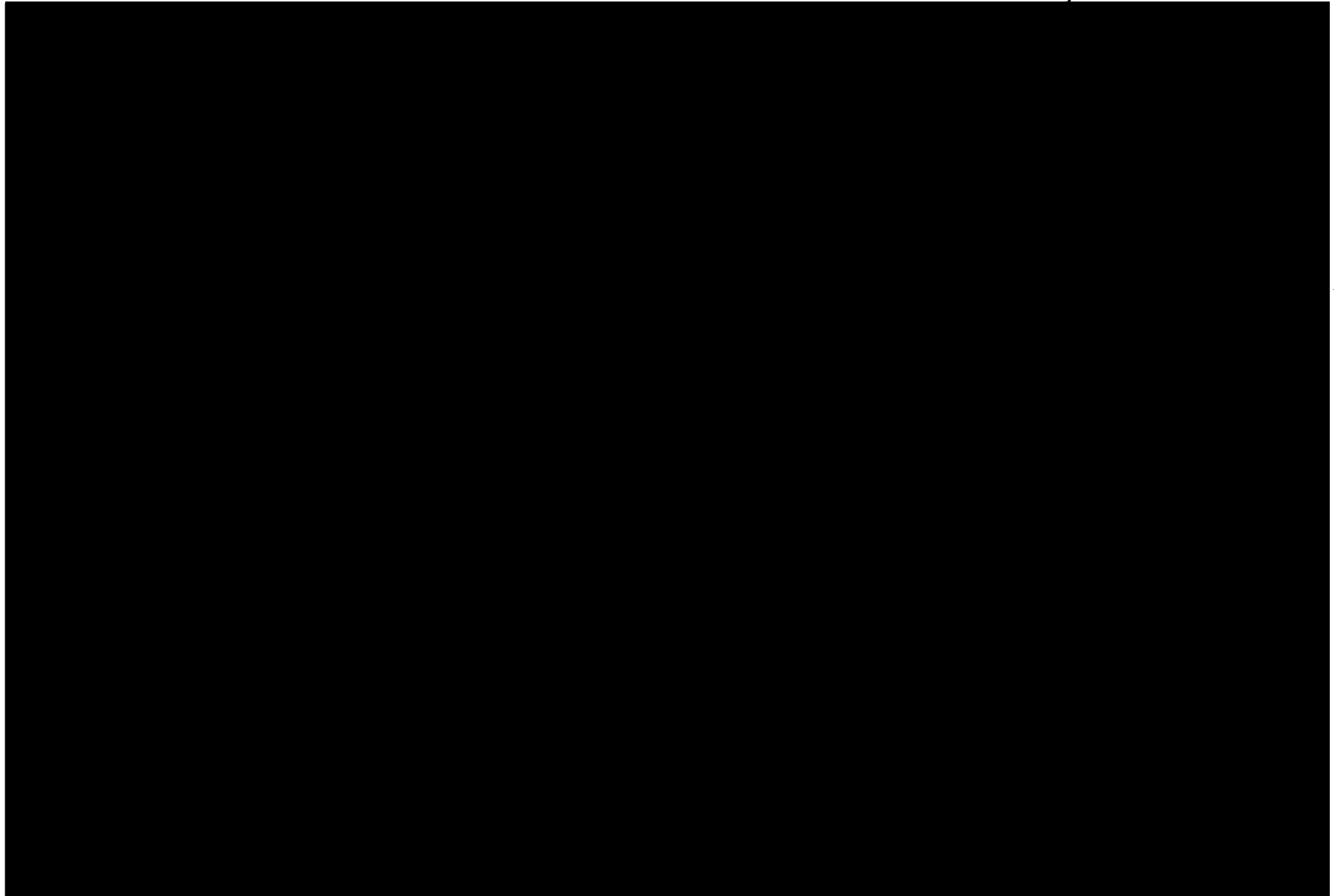
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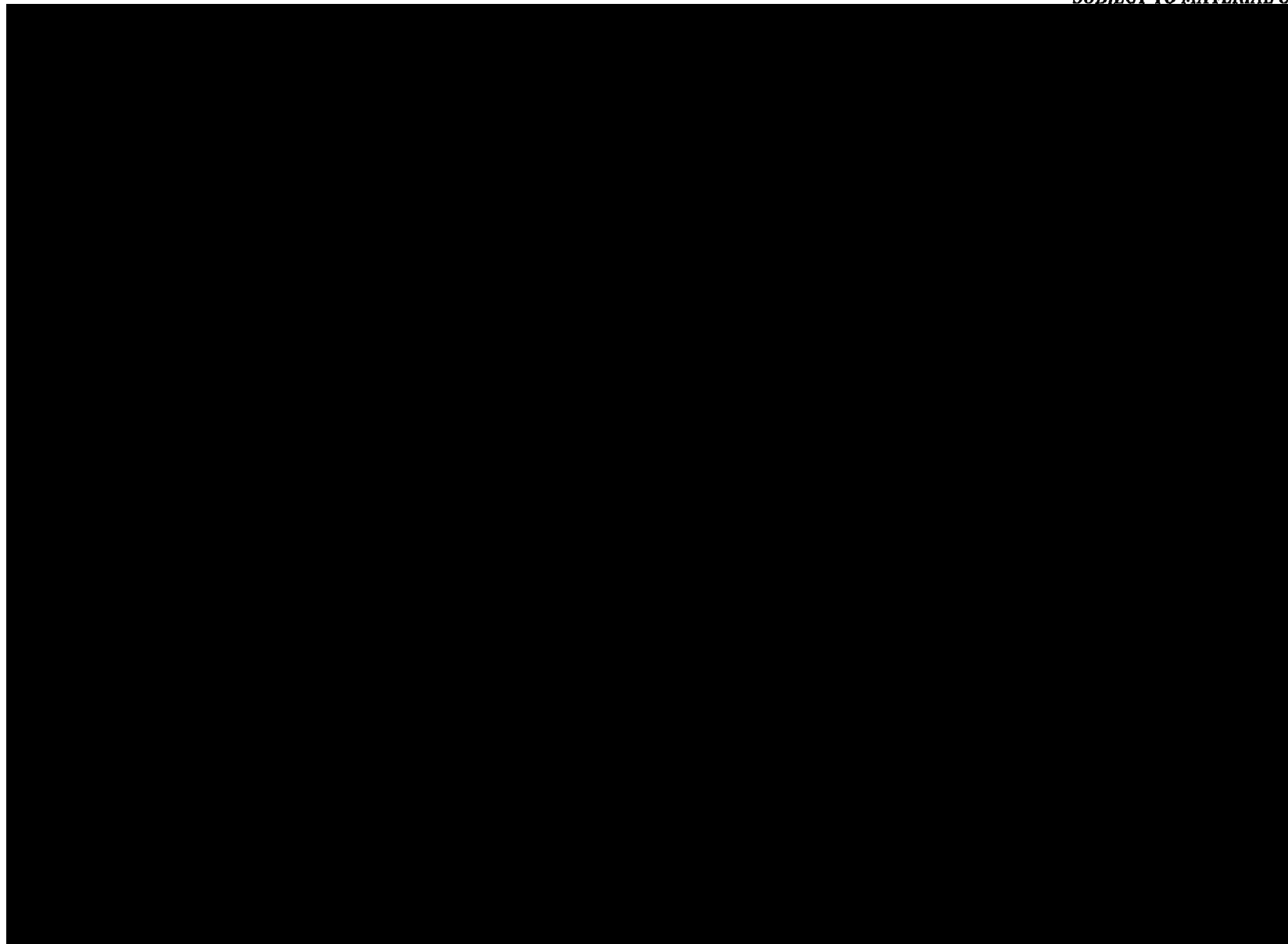
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